

The Gazette



of India

EXTRAORDINARY

PART II—Section 3

PUBLISHED BY AUTHORITY

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**No. 41 A ] NEW DELHI, SATURDAY, FEBRUARY 18, 1956**


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MINISTRY OF FINANCE

(Department of Company Law Administration)

NOTIFICATIONS

*New Delhi, the 18th February 1956***THE COMPANIES (CENTRAL GOVERNMENT'S) GENERAL RULES AND FORMS, 1956**

**S.R.O. 432A.**—In exercise of the powers conferred by clauses (a) and (b) of sub-section (1) of section 642 of the Companies Act, 1956 (I of 1956) and all other powers hereunto enabling, the Central Government hereby makes the following rules, namely:—

**1. Short title, commencement and interpretation.**—(i) These rules may be called the Companies (Central Government's) General Rules and Forms, 1956.

(ii) They shall come into force on such date as the Central Government may, by notification in the official Gazette, appoint.

(iii) The General Clauses Act, 1897 (X of 1897), shall apply to the interpretation of these rules as it applies to the interpretation of a Central Act.

**2. Definitions.**—(1) In these rules—

(i) 'Act' means the Companies Act, 1956 (I of 1956);

(ii) 'Annexure' means an Annexure to these Rules;

(iii) 'Charge' includes a mortgage;

(iv) 'Form' means a Form in Annexure A;

(v) 'responsible officer', in relation to a company, means any one of the following:—

(a) a director of the company;

(b) the managing agent, secretaries and treasurers, manager or secretary of the company;

(c) any other officer or employee of the company, who may from time to time be recognised or declared by the Central Government to be a responsible officer of the company within the meaning and for the purposes of these rules;

(vi) 'the seal' means the common seal of the company; and

(vii) 'section' means a section of the Companies Act, 1956 (I of 1956).

(2) Words or expressions occurring in these rules and not defined in sub-rule (1) shall bear the same meaning as in the Act.

**3. Forms.**—The Forms set forth in Annexure A, or Forms as near thereto as circumstances admit, shall be used in all matters to which the Forms relate.

**4. Prescribed Particulars.**—The particulars contained in a Form are hereby prescribed as the particulars, if any, required under the relevant provision or provisions of the Act.

**5. Section 75.**—Copies of contract required to be filed by a company with the Registrar in pursuance of section 75, sub-section (1), clause (b), shall be verified by an affidavit of a responsible officer of the company stating that they are true copies.

**6. Sections 125, 127 and 128.**—A copy of every instrument or deed creating or evidencing any charge and required to be filed with the Registrar in pursuance of sections 125, 127 or 128 shall be verified as follows:—

(i) Where the instrument or deed relates solely to property situate outside India, the copy shall be verified by a certificate either under the seal of the company, or under the hand of a responsible officer of the company, or under the hand of some person interested in the mortgage or charge on behalf of any person other than the company, stating that it is a true copy.

(ii) Where the instrument or deed relates, whether wholly or partly, to property situate in India, the copy shall be verified by a certificate of a responsible officer of the company stating that it is a true copy or by a certificate of a public officer given under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872 (I of 1872).

**7. Section 170.**—Sections 171 to 186 shall apply—

(a) with respect to meetings of any class of members of a company, as adapted and modified in the form set out in Annexure B;

(b) with respect to meetings of debenture-holders of a company, as adapted and modified in the form set out in Annexure C; and

(c) with respect to meetings of any class of debenture-holders of a company, as adapted and modified in the form set out in Annexure D:

Provided that the application of sections 171 to 175 and sections 177 to 186 as in Annexure B, C or D, as the case may require, shall be subject to such other provision as may be made either in the Articles of the company or in a contract binding on the persons concerned.

**8. Section 235.**—(1) Every application for investigation into the affairs of a company under clause (a) or (b) of section 235 shall specify—

(a) the names and addresses of the applicants;

(b) if the company has a share capital, the voting power held by each applicant;

(c) the total number of applicants;

(d) their total voting power; and

(e) the reasons for requiring the investigation.

(2) The reasons given in pursuance of clause (e) of sub-rule (1) shall be precise and specific.

(3) Every such application shall be accompanied by such documentary evidence in support of the statements made therein as are reasonably open to the applicants.

(4) Every such application shall be signed by the applicants and shall be verified by their affidavit stating that paragraphs.....thereof are true to their knowledge and paragraphs.....to the best of their information and belief.

(5) The Central Government may, before passing orders on the application, require the applicants or any one or more of them, to produce such further documentary or other evidence as the Central Government may consider necessary—

(a) for the purpose of satisfying itself as to the truth of the allegations made in the application; or

(b) for ascertaining any information which, in the opinion of the Central Government, is necessary for the purpose of enabling it to pass orders on the application.

9. **Section 241.**—The fee payable for furnishing a copy of the Inspector's report in pursuance of section 241, sub-section (2), clause (b), shall be six annas for every one hundred words or fractional part thereof.

10. **Section 246.**—A copy of the report of any inspector or inspectors shall, for the purposes of section 246, be authenticated either—

- (a) by the seal of the company whose affairs have been investigated; or
- (b) by a certificate of a public officer having the custody of the report, under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872 (I of 1872).

11. **Section 324.**—(1) (a) For the purpose of making an inquiry into the desirability of applying the provisions of sub-section (2) of section 324 to companies engaged in any class or description of industry or business, the Central Government may, by notification in the Official Gazette, appoint a Committee of Inquiry consisting of one or more members, to report on the matter in writing to the Central Government, within such time as may be specified in the notification.

(b) Where the Committee consists of more than one member, one of them may be appointed as the Chairman thereof.

(2) (a) The Committee shall have power to require any person, subject to any privilege which may be claimed by that person under any law for the time being in force, to furnish information on such points or matters as, in the opinion of the Committee, may be useful for, or relevant to, the subject matter of the inquiry.

(b) Without prejudice to the generality of the power conferred under sub-rule (a), the Committee may for the purposes of its inquiry, examine any person connected or associated with the class or description of industry or business in respect of which the inquiry is being made and shall examine such representatives of the management, investors and other interests concerned with the working of the units engaged in the industry or business concerned as the Committee may in its discretion select for the purpose.

(3) Without prejudice to the generality of the power of the Committee to inquire into any matter which it considers relevant for the furtherance of the inquiry entrusted to it, it shall be the duty of the Committee to make specific inquiries in regard to the following matters:—

- (a) the importance of the class or description of industry or business in respect of which the inquiry is made, to the national economy;
- (b) the number of companies engaged wholly or in part in such industry or business and the performance of such companies as judged by their production figures, relations between the shareholders and the management, dividends declared, utilisation of reserves, bonus paid to shareholders in the form of new shares or to the workers, relations between the workers and the management and such other matters as the Committee may deem relevant;
- (c) the capital structure and the forms of management of such companies i.e., whether they are managed by boards of directors, managing directors or managing agents or otherwise;
- (d) the capital structure of the managing agencies, if they are companies, the extent of the control of the managing agents in the companies they manage and their interest, if any, in companies engaged in other classes or descriptions of industry or business;
- (e) the remuneration earned by the managing agents, whether by way of a commission on profits or selling and buying agencies, either by holding these agencies themselves or through their associates, or otherwise;
- (f) if they are managed by managing agents, the extent to which managing agents have been responsible for the promotion and development of the companies, with particular reference to their services in rendering financial assistance to them;
- (g) whether having regard to the nature of the industry or business concerned, its present state of development and its future prospects and needs in the context of the working of the private sector, the promotional, managerial, financial and other developmental activities required for the efficient conduct and management of the companies engaged in that industry or business could not be carried out adequately with greater advantage to the shareholders and the general public, by any other form of management.

(5) The provisions of the Commissions of Inquiry Act, 1952 (LX of 1952), shall apply to the Committee in so far as the Central Government may by notification in the Official Gazette, direct in exercise of the power conferred on it by section 11 of that Act.

(b) to any shareholder of the transferor company who has not assented to the scheme or contract in pursuance of section 395, sub-section (2), clause (a).

**13. Section 399(4).—**(1) Every application under clause (4) of section 399 to the Central Government by any members of a company who wish to be authorised to apply to the Court shall specify—

(e) the reasons for making the application.

(3) Every such application shall be accompanied by such documentary evidence in support of the statements made therein as are reasonably open to the applicants.

(5) The Central Government may, before passing orders on the application, require the applicants or any one or more of them, to produce such further documentary or other evidence as the Central Government may consider necessary—

(b) for ascertaining any information which, in the opinion of the Central Government, is necessary for the purpose of enabling it to pass orders on the application.

**14. Section 503.**—(1) Sub-sections (2), (3), (4), (5), (6) and (10) of section 465 shall apply with respect to a committee of inspection appointed in a creditor's voluntary winding up under section 503.

(2) Sub-sections (7), (8) and (9) of section 465 shall not apply with respect to the committee, and sub-rules (3) to (5) shall apply instead.

(3) If a member of the committee is adjudged an insolvent, or compounds or arranges with his creditors, or is absent from five consecutive meetings of the committee without the leave of those members who, together with himself represent the creditors or the company, as the case may be, his office shall become vacant.

(4) A member of the committee may be removed at a meeting of the creditors if he represents the creditors, or by the company in general meeting, if he represents the company, by an ordinary resolution of which seven days' notice has been given stating the object of the meeting.

(5) On a vacancy occurring in a committee, the liquidator shall forthwith summon a meeting of the creditors or a general meeting of the company, as the case may require, to fill the vacancy, and the meeting may, by resolution, re-appoint the same, or appoint another person to fill the vacancy.

Provided that if the liquidator, having regard to the position in the winding up, is of the opinion that it is unnecessary for the vacancy to be filled, he may apply to the Court; and the Court may make an order that the vacancy shall not be filled except in such circumstances as may be specified in the order.

15. **Section 550 (3) (a) & (b).**—(1) Except as provided in this rule or in an order of the Court made in pursuance of section 550, sub-section (1), clause (a), the books and papers of a company which has been wound up and of its liquidator shall not be destroyed for a period of five years from the date of its dissolution.

(2) (a) Any creditor or contributory of any such company may make representations to the Central Government in writing, with regard to the desirability of destroying all or any of the books and papers of the company and of its liquidator, at an earlier time than that specified in sub-rule (1).

(b) The liquidator of any such company may also make representations to the Central Government in writing with regard to the desirability of destroying all or any of his books and papers and those of the company at an earlier time than that specified in sub-rule (1).

(3) After considering the representations made to it under clause (a) or clause (b) of sub-rule (2), as the case may be, and giving to all persons concerned in the matter, such opportunity, if any, as may, in the opinion of the Central Government, be reasonable in the circumstances, to make their representations, if any, to it in writing, the Central Government may direct either:—

(a) that the period of five years specified in sub-rule (1) shall be reduced to such extent as it may deem just and proper; or

(b) that period shall remain unaltered.

(4) Any creditor or contributory of the company may appeal to the Court from any direction given by the Central Government under sub-rule (3).

(5) (a) After giving such opportunity, if any, as may, in the opinion of the Central Government, be reasonable in the circumstances, to all persons concerned in the matter, to make representations, if any, to it in writing, the Central Government may for reasons to be recorded by it in writing, vary or rescind any direction made by it under these rules.

(b) Any creditor or contributory of the company may appeal to the Court from any direction given by the Central Government under clause (a).

(6) Every appeal under sub-rule (4) or clause (b) of sub-rule (5) from any direction of the Central Government shall be preferred within ninety days of the making of the direction;

Provided that an appeal may be admitted after the period aforesaid, if the appellant satisfies the Court that he had sufficient cause for not preferring the appeal within that period.

(7) No direction given by the Central Government under sub-rule (3) or clause (a) of sub-rule (5) shall be inconsistent with any order made by the Court on an appeal preferred to it under these rules or on an application made to it under clause (a) of sub-section (1) of section 550.

(8) Any special or other resolution passed, by any such company or such other authority as may be competent in this behalf, for the destruction of all or any of the books and papers of the company and of its liquidator before the expiry of the period of five years specified in sub-rule (1) or of such shorter period as may be fixed by the Central Government or the Court in pursuance of these rules shall have effect as if for the period mentioned in the resolution, the period of five years or the shorter period aforesaid had been substituted.

(9) Where any application or appeal is made to the Court for the destruction of all or any of the books and papers of a company and of its liquidator before the expiry of the period of five years referred to in sub-rule (1) or of such shorter period, if any, as may have been fixed by the Central Government under sub-rule (3) or clause (a) of sub-rule (5), as the case may be, the application or appeal shall not be heard unless a copy thereof has been served on the Central Government by the applicant or appellant and not less than one month has expired from the date on which the copy is so served.

16. **Section 592(1)(a).**—(1) A copy of any charter, statutes, memorandum and articles, or other instrument constituting or defining the constitution of a company shall be duly certified to be a true copy as provided in sub-rules (2), (3) and (4) or as provided in sub-rule (5) as the case may require.

(2) If the company be incorporated in a country outside the Commonwealth, the copy aforesaid shall be certified—

- (a) by an official of the Government to whose custody the original is committed; or
- (b) by a Notary (Public) of such country; or
- (c) by an officer of the company.

(3) The signature or seal of the official referred to in clause (a) of sub-rule (2) or the certificate of the Notary (Public) referred to in clause (b) of that sub-rule shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, where there is no such officer, by any of the officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52-53 Vic. C. 10) or in any Act amending the same.

(4) The certificate of the officer of the company referred to in clause (c) of sub-clause (2) shall be signed before a person having authority to administer an oath as provided under section 3 of the Diplomatic & Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, as the case may be, by section 3 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic. C. 10), the status of the person administering the oath in the latter case being authenticated by any official specified in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic. C. 10) or in any Act amending the same.

(5) If the company be incorporated in any Part of the Commonwealth, the copy of the document referred to in sub-rule (1) shall be certified as a true copy:

- (a) by an official of the Government to whose custody the original of the document is committed;
- (b) by a Notary (Public) in that Part of the Commonwealth; or
- (c) by an officer of the company, on oath, before a person having authority to administer an oath in that Part of the Commonwealth.

17. Sections 592, 593 and 605.—(1) Translations into English of documents required to be filed with the Registrar in pursuance of section 592, 593 or 605 shall be certified to be correct as provided in sub-rule (2) or sub-rule (3), as the case may require.

(2) Where any such translation is made outside India, it shall be authenticated by the signature and the seal, if any—

- (a) of the official having custody of the original; or
- (b) of a Notary (Public) of the country (or part of the country) where the company is incorporated:

Provided that where the company is incorporated in a country outside the Commonwealth, the signature or seal of the person so certifying shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officer (Oaths and Fees) Act, 1948 (XLI of 1948), or, where there is no such officer, by any of the Officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic., c. 10) or in any Act amending the same.

(3) Where such translation is made within India, it shall be authenticated—

- (a) by an advocate, attorney or pleader entitled to appear before any High Court, or
- (b) by an affidavit of some person having, in the opinion of the Registrar, an adequate knowledge of the language of the original and of English.

18. Section 593.—(1) Notice of any alteration in any instrument, referred to in clause (a) of section 593 or in any particulars referred to in clause (b) or (c) of that section, shall be delivered to the Registrar within two months from the date on which the alteration was made or occurred.

(2) Notice of any alteration in the particulars referred to in clause (d) or (e) of that section shall be delivered to the Registrar within one month from the date on which the alteration was made or occurred.

19. Translation of documents other than those under Part XI of the Act.—If any document, or any portion of any document, required to be filed by, or registered with, the Registrar, or containing any fact required to be recorded

by him, in pursuance of *any* provision of the Act contained in any Part of the Act (except Part XI) is not in the English language, a translation of that document or portion into English certified by a responsible officer of the company to be correct, shall be attached to *each copy* of the document which is furnished to the Registrar.

20. **Section 601.**—The fee to be paid to the Registrar in pursuance of Section 601 for registering any document relating to a foreign company shall be:

(a) Rs. 5; or

(b) in case Schedule X, as in force for the time being is altered so as to provide for higher fee, so long as the alterations are in force, such higher fees.

21. **Power of Central Government to relax rules 16, 17 and 19.**—Where the Central Government is satisfied that, it is not practicable to certify a copy or translation as provided in Rule 16, 17 or 19 as the case may be, the Central Government may, after recording its reasons in writing, permit the copy or translation to be treated as a certified copy, if such conditions, if any, as may be imposed by the Central Government in that behalf, are (duly) fulfilled.

22. **Payment of fees.**—All fees payable in pursuance of the Act or any Rules or Regulations made or Notifications issued thereunder shall be paid in cash to the Registrar:

Provided that any person who has to pay any such fee may pay it instead into any Government treasury under the Head "XXXVI—Miscellaneous Receipts on account of Fees under the Companies Act."

#### ANNEXURE 'A'

##### FORMS

No. of Company.....

Form No. 1

Filing Fee Rs. 5/-

#### THE COMPANIES ACT, 1956.

**Declaration of compliance with the Requirements of the Companies Act, 1956, on Application for Registration of a Company**

*Pursuant to Section 33(2).*

Name of Company  
Presented by

Limited/Private Limited/

I \_\_\_\_\_ of \_\_\_\_\_  
do solemnly and sincerely declare that I am (a)  
who is engaged in the formation of the company, or a person named in the Articles  
as a Director/Managing Agent/Secretaries and Treasurers/Manager/Secretary  
of the \_\_\_\_\_ Limited/Private Limited  
And that all the requirements of the Company Act, 1956,  
and the rules thereunder in respect of matters precedent to the registration of the  
said company and incidental thereto have been complied with. And I make this  
solemn Declaration conscientiously believing the same to be true.

Date

Signature.

Place

Designation.

Witness

(a) *An advocate of the Supreme Court or of the High Court,  
an Attorney or a Pleader entitled to appear before the High Court  
or a Chartered Accountant Practising in India.*

No. of Company.....

Form No. 2

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

## Return of Allotments

Pursuant to Section 75(1)

Name of Company  
Presented by

Limited/Private Limited/

Return of Allotments of the  
made on the following date/dates (a) filed with the  
Registrar of Companies pursuant to Section 75(1).

## 1. Shares allotted payable in cash:—

Class of Shares	No. of Shares Allotted	Nominal Amount		Amount paid on applica- tion (ex- cluding pre- mium)	Amount paid or due and pay- able on allotment		Amount of premium (if any) payable on shares	Amount of dis- count (if any)
		per Share	Total		Paid	Due and payable		
1	2	3	4	5	6	7	8	9

1. Equity  
shares.2. Preference  
shares other  
than Re-  
deemable  
preference  
shares.3. Redeemable  
preference  
shares.

## 2. (b) Shares allotted for a consideration otherwise than in cash:—

(i) Equity shares.

(ii) Preference shares.

(iii) Redeemable Preference shares.

Number of shares (b)

Nominal Amount of shares

Rs.

Amount to be treated as paid up on each share Rs.

The consideration for which such shares have been allotted is as follows:—

Property and assets required

Rs.

(Description)

Goodwill

Rs.

Services (give nature of services)

Rs.

Other items (to be specified)

Rs.



## 3. (b) Shares issued at a Discount-Number of Shares

Nominal amount of shares

Amount of discount per share

Paid-up per share

(A copy of the resolution for the issue of the shares at a discount with a copy of the order of the Court and also a copy of the order of the Central Government where the discount exceeds 10 per cent should be attached to this return.)

## 4. Number of bonus shares

Nominal Amount of Shares

Amount to be treated as paid-up on each share Rs.

(A copy of the resolution authorising the issue of the bonus shares should be attached to this return).

Names, addresses, and occupations of the allottees.

Date of allotment	Name of allottee in full	Address and occupation of the allottee	Number of shares allotted			
			Equity	Preference other than redeemable shares	shares Redeemable preference	Redeemable preference shares.
1	2	3	4	5	6	

Dated this

day of

19

Signature

(c) Designation.

(a) Insert date or dates of the allotments.

(b) Distinguish between Preference and Equity share Capital specifying separately Redeemable Preference Shares, if any.

(c) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

**NOTE.**—When a return includes several allotments made on different dates, the actual dates of all such allotments should be entered at the top of the front page, and the registration of the return should be effected within one month of the first date.

Form No. 3

No. of Company.....

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1936

## Particulars of Contract relating to Shares

## Pursuant to Section 75 (2)

Name of Company

Limited/Private Limited/

*The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.*

Presented by

Particulars of contract relating to shares allotted as fully or partly paid-up otherwise than in cash by \_\_\_\_\_ Limited/Private Limited/\_\_\_\_\_.

(1) The number of shares allotted as fully or partly paid-up otherwise than cash.

(2) The nominal amount of each such share. Rs.

(3) The amount to be considered as paid-up on each such share otherwise than in cash Rs.

(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5), state the nature of such consideration, and the number of shares so allotted.

(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied.

(i) Brief description of property. \_\_\_\_\_

(2) Purchase price \_\_\_\_\_ Rs.

(i) Total amount considered as paid on \_\_\_\_\_ Rs.  
shares allotted, otherwise than in cash \_\_\_\_\_

(ii) Debentures issued \_\_\_\_\_ Rs.

(iii) Cash \_\_\_\_\_ Rs.

(iv) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired) \_\_\_\_\_

Total purchase price \_\_\_\_\_ Rs.

(6) Give full particulars, in the following form of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads :-

Immoveable property held in absolute ownership by the company and Fixed Plant and Machinery and other fixtures there on (a) \_\_\_\_\_

Leasehold Property (a) \_\_\_\_\_

Fixed Plant and Machinery on Leasehold property (including Tenants' Trade and other fixtures). \_\_\_\_\_

Other interests in Immovable property (a) \_\_\_\_\_

Loose Plant and Machinery, Stock-in-trade, and  
other Chattels (b) \_\_\_\_\_

Goodwill and Benefit or Contracts \_\_\_\_\_  
Patents, Designs, Trade Marks, Licences, Copy-  
rights, etc. \_\_\_\_\_  
Book and other Debts \_\_\_\_\_  
Cash in Hand and at Bank on Current Account, Bills,  
Notes, etc. \_\_\_\_\_  
Cash on Deposit at Bank or elsewhere \_\_\_\_\_

Shares, Debentures and other Investments \_\_\_\_\_  
Other Property, viz \_\_\_\_\_

Signature \_\_\_\_\_

(c) Designation. \_\_\_\_\_

- (a) Where such properties are sold subject to mortgage, the gross value should be shown.
- (b) No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.
- (c) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

No. of Company.....

Form No. 4  
Filing Fee Rs. 5.

#### THE COMPANIES ACT, 1956

Statement of the Amount or Rate per cent. of the Commission payable in respect of Shares/Debentures and of the number of Shares/Debentures for which persons have agreed for a Commission to subscribe for Absolutely or Conditionally.

Pursuant to section 76

Name of Company \_\_\_\_\_ Limited/Private Limited \_\_\_\_\_  
Presented by \_\_\_\_\_

Name of Company \_\_\_\_\_

Limited/Private Limited/No. \_\_\_\_\_

Article of association authorising commission.

Particulars of amount paid or payable as commission for  
subscribing or agreeing to subscribe, or procuring or  
agreeing to procure subscriptions for any shares/  
debentures in the company, or

Paid Rs.....

Payable Rs.....

Rate of such commission.....

Rate per cent.....

Date of circular or notice (if any), not being a prospectus, inviting subscriptions for the shares/ debentures and disclosing the amount or rate of the commission.

Date.....

Number of shares/debentures which persons have agreed for a commission to subscribe

(a) Absolutely \_\_\_\_\_

(b) Conditionally \_\_\_\_\_

No.....

No.....

Signature of all the Directors or of  
their Agents authorised in writing.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 .

Form No. 3

No. of Company.....

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956.

Notice of Consolidation, Division, Sub-Division, or Conversion into Stock of Shares, specifying the Shares so Consolidated, Divided, Sub-divided, or Converted into Stock or of the Re-Conversion into Shares of Stock, specifying the Stock so Re-Converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under section 100 of the Companies Act, 1956.)

*Pursuant to Section 95*

Name of Company

Limited/Private Limited/

Presented by

To the Registrar of Companies

Limited/Private Limited/

hereby give you notice in accordance with Section 95 of the Companies Act, 1956, that\*

Signature.

\*\*Designation.

\*Here enter particulars of the case falling under clause (a), (b), (c), (d), (e) or (f) of sub-section (1) of section 95. If a case falls under more than one of these clauses, specify the portion falling under each clause separately.

\*\*State whether Director, Managing Director, Agent, Secretaries and Treasurers, Manager or Secretary.

Form No. 6

No. of Company.....

Filing Fee.....

(Difference between Fee payable on Capital as increased and Fee already paid.)

## THE COMPANIES ACT, 1956

## Notice of Increase in Share Capital

*Pursuant to Section 97*

Name of Company

Limited/Private Limited/

Presented by

To the Registrar of Companies

Limited/Private Limited/

hereby gives you notice pursuant to Section 97 of the Companies Act, 1956, that by (a) resolution of the company

dated the day of 19 the share capital of the company has been increased by the addition thereto of the sum of Rs. beyond the present authorised capital of Rs.

Dated the

day of

19

(a) State whether "Ordinary", or "Special".

The additional capital is divided as follows:—

Number of shares	Class of shares	Nominal amount of each share
------------------	-----------------	------------------------------

The conditions (e.g. voting rights, dividend rights, winding up rights etc.) subject to which the new shares have been or are to be issued are as follows:—

(If any of the new shares are preference shares, state whether they are redeemable or not).

Signature

Dated—day of—19

Designation. (b)

No. of Company—

Form No. 7

Filing Fee—  
(Difference between fee payable  
on the number as increased  
and fee already paid.)

### THE COMPANIES ACT, 1956

Notice of Increase in Number of Members. ..

Pursuant to Section 97

Name of Company—Limited/Private Limited/  
Presented by—

To the Registrar of Companies—Limited/  
Private Limited/—hereby gives you notice, pursuant to Section  
97 of the Companies Act, 1956 that by (a)—resolution of the com-  
pany dated the—day of—19—the number of members  
in the company has been increased by the addition thereto of—  
members beyond the present registered number of—

Signatures,  
Designation (b)

(a) State whether "Ordinary", or "Special".

(b) State whether Director, Managing Director, Managing Agent, Secretaries  
and Treasurers, Manager or Secretary.

Form No. 8

No. of Company—

Filing Fee Rs 5/-

## THE COMPANIES ACT, 1956

Particulars of Charge (a) created by a Company Registered in India.

*Pursuant to Section 125*

Name of Company

Limited/Private Limited/

Presented by

Particulars of Charge (a) created by

Limited/Private Limited

a Company

registered in India.

Date and description of the instrument creating or evidencing the charge (a)	Amount Secured by the charge	Short particulars of the property charged	Gist of the terms and conditions and extent and operation of the charge	Names, addresses and descriptions of the persons entitled to the charge (b)	Amount or rate percent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (c).
--	------------------------------	---	---	---	--

(1)

(2)

(3)

(4)

(5)

(6)

Signature.

Designation of position in relation to the Company.

Dated the

day of

19 .

(a) "Charge" includes mortgage—See Section 124.

(b) "Persons entitled to the charge" will include mortgagees.

(c) The rate of interest payable under the terms of the debentures should not be entered.

No. of Company .....

Form No. 9.

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Particulars of Charge (a) subject to which property has been acquired by a Company registered in India.

*Pursuant to Section 127.*

Name of Company  
Presented by

Limited/Private Limited/

Particulars of charge (a) subject to which property has been acquired by  
a company registered in India

Date and description of the instrument (b) creating or evidencing the charge	Date of the acquisition of the property	Amount owing on security of the charge	Short particulars of the property charged	Gist of the terms and conditions, and operation of the charge	Names, address and occupation of the persons entitled to the charge
1	2	3	4	5	6

Signature.

Designation of position in relation to the company

Dated the                      day of                      19

(a) "Charge" includes mortgage—Section 124.

(b) A description of the instrument, e.g., "Trust Deed", "Mortgage", "Debenture", etc., as the case may be, should be given.

Form No. 10.

Filing Fee Rs. 5.

No. of Company .....

## THE COMPANIES ACT, 1956

Particulars of a Series of Debentures containing, or giving by reference to any other Instrument(a), any charge(b), to the benefit of which the debenture holders of the said series are entitled *pari passu*, created by a company registered in India.

**Pursuant to Section 128 and 129.**

*This form is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the Registrar on Form No. 11.*

Name of Company Limited/Private Limited/  
Presented by

Total amount secured by the whole series	Amount of the present issue of the series	Dates of resolutions authorising the issue of the series	Date of the covering deed (if any) by which the security is created or defined; or if there is no such deed the first execution of any debenture of the series.
--	---	--	---

1	2	3	4
---	---	---	---

General description of the property charged	Gist of the terms and conditions, and extent and operation, of the charge (b)	Names and addresses of the trustees (if any) for the debenture holders	Amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return (c).
---	---	--	---

5	7	8
---	---	---

Signature.  
Designation (d)

Dated the day of

- (a) A description of the instrument, e.g., "Trust Deed", "Mortgage", "Debenture", etc., as the case may be should be given.
- (b) "Charge" includes "mortgage" See Section 124.
- (c) The rate of interest under the terms of the debentures should not be entered.
- (d) State position in relation to the company.



No. of Company .....

Filing Fee Rs. 5.

THE COMPANIES ACT, 1956

Particulars of any issue of Debentures in a series by a company Registered in India

*Pursuant to the proviso to section 128*

*For registration of the entire series Form No. 10 must be used.*

Name of Company Limited/Private Limited/

Presented by

Particulars of an issue of Debentures in a series when more than one issue in the series is made by Limited/Private Limited, a company registered in India.

(a) Date of registration of the series.	Date of present issue.	Amount of present issue.	Gist of the terms and conditions, and extent and operation, of the charge. (b)	Particulars as to the amount or rate per cent of the commission, allowances, or discount (if any) paid, made either directly, or indirectly, by the company, to any person in consideration of the subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. (c)
(1)	(2)	(3)	(4)	(5)

Signature.

Designation of position in relation to the company.

Dated the

day of

19

(a) The date of registration may be confirmed for the certificate of registration.

(b) "Charge" includes mortgage—see section 124.

(c) The rate of interest payable under the terms of the debentures should not be entered.

No. of Company .....

Form No. 12.

THE COMPANIES ACT, 1956.

Chronological Index of Charges. (a)

*Pursuant to Section 131*

Serial Num- ber of charge (a) in the index	Date of registra- tion	Number of company	Name of company	Amount secured by charge (a)	Debentures issued		Date of Trust Deed relating to Debentu- res	Other charges (a) etc.	Party by whom registered	Names and add- resses of persons entitled to the charge (b) or of the Trustees for the Debenture Holders	Signature of Registrar.
					First issue	Further issues					
1	2	3	4	5	6	7	8	9	10	11	12

(a) "Charge" includes mortgage—See Section 124.

(b) "persons entitled to the charge" includes mortgagees.

Form No. 13

THE COMPANIES ACT 1956

No. of Company-----

Register of Charges (a), and of Memorandums of Satisfaction of. . . . .

Limited/Private Limited. . . . .

Pursuant to Sections 130, 135 and 137

Date of registration	Serial Number of document on file	Date of creation of charge	Date of acquisition of the property charged	Amount secured by charge	Short particulars of the property charged	Names of the persons entitled to the charge (b)	Particulars relating to issue of			
							Total amount secured by the series of debentures	Date and amount of each issue of the series		Dates of resolutions authorising the issue of the series
								Date	Amount	
1	2	3	4	5	6	7	8	9	10	11

Debentures of a series				Particulars of modification of charge				Memorandum of Satisfaction			Receiver/Manager Signature	
Date of covering deed	General description of property charged	Names of the Trustees for the debenture-holders	Amount or rate per cent of commission, allowance or discount	Date of registration of modification or cancellation	Date and brief description of modification or cancellation of instrument of modification	Brief particulars of nature of modification and details thereof	Amount	Nature	Date	Name address and date of appointment	Date on which he ceases to act	Signature of Registrar
12	13	14	15	16	17	18	19	20	21	22	23	24

(B) "Persons entitled to the charge" includes mortgagees

Form No.

No. of Company .....

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

## Particulars of Modification of Charge (a)

Pursuant to Section 135

Name of Company  
Presented by

Limited/Private Limited/

1. Date and brief description of  
instrument creating the original  
charge (a).2. Date and brief description of  
instrument modifying the  
charge (a).

3. Particulars of the modification specifying the terms or conditions or the extent or operation, of the charge (a) in which the modification is made, and the details of the modification.

Signature

Designation of position in  
relation to the company.

Dated the

day of

19 .

(a) 'Charge' includes a mortgage—see section 124.

Form No. 15.

No. of Company .....

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

## Notice of appointment of Receiver or Manager

Pursuant to Section 137

Name of Company  
Presented by

Limited/Private Limited/

To the Registrar of Companies

I,  
hat:—

of

hereby give notice

\* (1) I have obtained an order of the (a)  
dated for the appointment of  
of as Receiver  
Manager  
of the property of Limited/Private Limited.

\* (2) On the day of  
appointed of  
as Receiver of the property of Limited  
as Manager

d the day of 19 Signature.

If these two paragraphs strike out that which does not apply.

) Insert the name of the Court making the order.

) Describe fully the instrument under which the appointment is made and state whether it is a debenture secured by a floating charge.

Indicate whether the appointment relates to the whole, or any specified property of the company, and in the latter case, specify the property. Where, on the other hand, the appointment relates to the income arising from the whole, or any specified property of the company, state this fact and where the appointment relates only to the income of specified property specify the property in question.

Form No. 16.

No. of Company

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Notice to be given by Receiver/Manager on ceasing to act as such

*Pursuant to Section 137 (2).*

Name of Company

Limited/Private Limited/

Presented by  
To the Registrar of Companies

I hereby give you notice that I ceased to act as Receiver/Manager of the  
 the Limited/Private Limited/ day of 19 , on  
 the day of 19

Signature.

Receiver  
Manager

Dated the

day of

19 .

Form No. 17.

No. of Company

Filing Fee Rs. 5

## THE COMPANIES ACT, 1956

Memorandum of Complete Satisfaction of charge (a)

*Pursuant to Section 138*Name of Company  
Presented by

Limited/Private Limited/

Limited/Private Limited/

hereby gives notice that the registered charge, being (b)  
 of which particulars were registered with the Registrar of Companies on the  
 day of 19 , was satisfied in full on the day of 19 . the debts for  
 which the charge was given having been paid or satisfied. In witness whereof  
 the common seal of the Company was hereunto affixed the day of  
 19

Signatures. { Director.  
 { Secretary.

Dated the

day of

19 .

(a) "charge" includes mortgage (see section 124).

(b) A description of the instrument(s) creating or evidencing the charge, e.g.  
 "Mortgage", "Charge", "Debenture", etc. with the date thereof should be  
 given. If the registered charge was a "Series of Debentures" or "Debenture  
 Stock", the words "authorised by resolution", together with the date of  
 the resolution should be added.

Form No. 18.

No. of Company

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Notice of Situation/Change of Situation of Registered Office.

*Pursuant to Section 146*Name of Company  
Presented by

Limited/Private Limited

To the Registrar of Companies Limited/  
Private Limited/ hereby gives you notice, in accordance  
with section 146 of the Companies Act, 1956, that the registered office of the  
Company is situated at /was removed  
from to on the day of 19

Signature.

\*Designation.

Dated the day of 19

\*State whether Director, Managing Director, Managing Agent, Secretaries and  
Treasurers, Manager or Secretary.

Form No. 19.

No. of Company

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Declaration of compliance with the provisions of Section 149(1) (a), (b) and (c)  
of the Companies Act, 1956*Pursuant to Section 149(1) (d)*(To be used by a company which issued a prospectus on or with reference to its  
formation)Name of Company  
Presented by

Limited

I of being a Director/  
the Secretary of Limited, do solemnly  
and sincerely declare:—

1. That the amount of the share capital of the company offered to the public for subscription is Rs.
2. That the amount stated in the prospectus as the minimum amount which, in the opinion of the Board of Directors, must be raised by the issue of share capital in order to provide for the matters specified in clause 5 of Schedule II of the Companies Act, 1956, is Rs.
3. That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Rs.
4. \*That every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription\* except the following directors, namely who has/have not taken or contracted to take any shares for which he is/they are liable to pay in cash.  
\*That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.
5. That no money is, or may become, liable to be repaid to applicants for any shares or debentures which have been offered for public subscription by reason of any failure to apply for, or to obtain, permission for the shares of debentures to be dealt in on any recognised stock exchange.
6. The statements in paragraphs above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

Signature.

Designation: Director/Secretary.

Dated the day of

19

\*Delete paragraphs not applicable.

No. of Company

Form No. 20.

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Declaration of compliance with the provisions of Section 149(2) (b) of the Companies Act, 1956

Pursuant to Section 149(2) (c)

To be used by a company which has delivered to the Registrar of Companies a statement in lieu of prospectus

Name of Company  
Presented by \_\_\_\_\_ of \_\_\_\_\_ Limited  
being a Director/  
do solemnly  
the Secretary of  
and sincerely declare:—

1. That the amount of the share capital of the company subject to the payment of the whole amount thereof in cash is Rs.
2. That the company has not issued a prospectus inviting the public to subscribe for its shares, and that it has filed with the Registrar a statement in lieu of prospectus.
3. That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Rs.
- \* 4. That every Director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable in cash, except the following Directors, namely,  
who has/have not taken or contracted to take any shares, for which he is/they are liable to pay in cash.
- \* That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.
5. The statements in paragraphs \_\_\_\_\_ above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

Signature.

Designation: Director/Secretary.

Dated the \_\_\_\_\_ day of \_\_\_\_\_

19 .

\*Delete paragraphs not applicable.

Form No. 21.

No. of Company .....

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956

Notice of Rectification of Register of Members

Pursuant to Section 156

Name of Company  
Presented by \_\_\_\_\_

Limited/Private Limited/

Limited/Private Limited/

hereby gives you notice, pursuant to section 156 of the Companies Act, 1956, that by an order of the

(here enter name of the Court and the place of its location)  
dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ the  
following rectification has been made in the register of members of the company.  
(Give details of the rectification ordered by the Court.)

Signature.

\*Designation.

Dated the \_\_\_\_\_

day of \_\_\_\_\_

19

\*State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager and Secretary.

Form No. 22.

No. of Company

Filing Fee Rs. 5.

## THE COMPANIES ACT, 1956.

## Statutory Report.

Pursuant to Section 165.

Name of Company

Statutory Report of the

certified and filed pursuant to section 165(5).

Limited,

Presented by

The Board of Directors submits this statutory report to the members in pursuance of section 165.

## 1. Shares allotted and cash received upto..... (a)

No. of shares.

Nominal value Cash received  
of each share. upto (a).

(a) Allotted subject to payment thereof in cash,

- (i) Equity.
- (ii) Redeemable Preference Shares.
- (iii) Preference shares other than Redeemable preference shares.

(b) Allotted as fully paid up otherwise than in cash and the consideration for which they have been allotted.

- (i) Equity.
- (ii) Redeemable Preference Shares.
- (iii) Preference shares other than Redeemable preference shares.

(c) Allotted as partly paid up to the extent of Rs. \_\_\_\_\_, \_\_\_\_\_ per share, and the consideration for which they have been so allotted.

- (i) Equity.
- (ii) Redeemable Preference Shares.
- (iii) Preference shares other than Redeemable preference shares.

(d) Allotted at a discount of Rs. \_\_\_\_\_ per share.

- (i) Equity.
- (ii) Redeemable Preference Shares.
- (iii) Preference shares other than Redeemable preference shares.

(a) The date should be a date within 7 days of the Report.



## 2. Abstract of receipts and payments upto (a) :—

Receipts.	Rs.	Payments.	Rs.
<i>Shares</i> Equity.		<i>Preliminary expenses.</i> Commission on issue or sale of shares .....	
Redeemable Preference Shares.		Discount on issue or sale of shares .....	
Preference share other than Redeemable Preference shares.			
Advance payment for shares.		Capital Expenditure.	
Debentures .....		Land .....	
Loans .....		Building .....	
Deposits .....		Plant .....	
Other Sources. (to be specified) .....		Machinery .....	
		<i>Other Items to be specified.</i>	
		<i>Balances</i> .....	
		In hand .....	
		At Banks .....	
		At Post Office .....	
		Savings Bank .....	
Total		Total	

## 3. Preliminary expenses as estimated in the Prospectus\* or Statement in lieu of Prospectus

	Preliminary expenses actually incurred upto aforesaid date	Preliminary expenses estimated to be incurred after the aforesaid date.
	Rs.	Rs.
Law charges.		
Other charges in connection with the preparation of the Memorandum and Articles of Association.		
Printing Expenses.		
Registration charges.		
Advertisement charges		
Commission on issue or sale of shares.		
Discount on issue or sale of shares.		
(Other Initial Expenses. To be specified as far as possible)		
TOTAL Rs.]		

\*Strike out the portion which does not apply.

**4. Names, addresses and occupations of the company's Directors, auditors, Managing Agents/Secretaries and Treasurers, Manager and Secretary.**

Name (s)	Address(es)	Occupation (s)	Particulars of change (s), if any, in entries in columns (1), (2) and (3) since the date of incorporation	Date of the change
1	2	3	4	5

- A. Directors  
 B. Auditors  
 C. Managing Agent/Secretaries and Treasurers  
 D. Manager  
 E. Secretary

These particulars must include dates of changes.

**5. Particulars of any contract which is to be submitted to the statutory meeting for approval.**

(If any modification or proposed modification of a contract is to be submitted for such approval, brief particulars of contract and particulars of modification or proposed modification should be given).

**6. Underwriting contracts.**

Brief description of each contract.

If contract not carried out fully, extent to which it has not been carried out and reasons thereby.

**7. The arrears, if any, due on calls from Directors, Managing Agent, Secretaries and Treasurers and Manager.**

NAMES

Amount due.

Directors:

NAMES

Amount due.

Managing Agent/Secretaries and Treasurers

Where Managing Agent is an individual name of Managing agent.

\*Partners of Managing Agent.

\*Firms in which Managing Agent is a partner.

\*Partners in firm acting as

Managing Agent/Secretaries and Treasurer.

†Directors of Managing Agents/Secretaries and Treasurers.  
 Secretaries and Treasurer.

Manager.

**8. Particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any director, managing agent or manager or if the managing agent is a firm, to any partner thereof, or if the managing agent is a private company, to any director thereof.**

Name.

Commission or Brokerage paid or to be paid.

On shares

On Debentures

Directors:

\*Where Managing Agent is a firm.

†Where Managing Agent of Secretaries and Treasurers <sup>are</sup> in a private company.

~~Managing Agent/Secretaries and Treasurers.~~

\*Partners of Managing Agent.

\*\*Firms in which Managing Agent is a partner.

\*\*Partners in firm acting as Managing Agent/Secretaries and Treasurers.

†Directors Managing Agents Secretaries and Treasurers

Manager.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 .

We hereby certify that the above report is correct.

Signatures of two or more Directors.‡

We hereby certify as correct so much of the report as relates to the shares allotted by the company and to the cash received in respect of such shares and to the receipts and payments.

Auditors.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 .

Form No. 23.

No. of Company.....

Filing Fee Rs. 5.

THE COMPANIES ACT, 1956

Registration of Resolutions and Agreements.

Pursuant to Section 192.

Name of the Company

Limited/Private Limited/

Presented by

To the Registrar of Companies,

A.—Section 192(4) (a)

Special Resolution(s)

(i) Date of despatch of notice specifying the intention to propose the Resolution(s)

(ii) Passed on

(iii) At a general meeting of the members of the said company, duly convened and held at \_\_\_\_\_ in the town of \_\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_, the following Special Resolution(s) was/were passed.

Resolved that

B.—Section 192(4) (b)

Resolution(s) which has/have been agreed to by all the members of a company, but which, if not agreed to, would not have been effective for their purpose, unless they had been passed by a special resolution.

(i) Date of despatch of notice specifying the intention to propose the resolution.

\*Where Managing Agent is an Individual.

\*\*Where Managing Agent is a firm.

†Where Managing Agent or Secretaries and Treasurers is a private company.

‡Where there is a managing director, he shall be one of the signatories.

(ii) Passed on

(iii) At a general meeting of the members of the said company, duly convened and held at \_\_\_\_\_ in the town of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ the following Resolution(s) was/were passed.

Resolved that

*C.—Section 192(4) (c) Resolution(s) of Board of Directors regarding Managing Director (a).*

At a meeting of the directors of the said company, duly convened and held at \_\_\_\_\_ in the town of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, the following resolution(s) was/were duly passed.

Resolved that

*D.—Section 192(4) (c) Agreement(s) regarding Managing Director. (a)*

**Agreement(s)** relating to the appointment, re-appointment or renewal or variation in the terms of appointment of Managing Director.

- (i) Name of the Managing Director
- (ii) Date of Agreement
- (iii) Brief Particulars of the terms of agreement
- (iv) Brief Particulars of variation, if any

*E.—Section 192(4) (d) Resolution(s) of Board of Directors regarding Managing Director.*

**Agreements** relating to the appointment, re-appointment or renewal or variation in the terms of appointment of Managing Agent/Secretaries and Treasurers.

- (i) Name of the Managing Agent/  
Secretaries and Treasurers.
- (ii) Date of Agreement
- (iii) Brief particulars of the terms of agreement
- (iv) Brief particulars of variation, if any,

*F.—Section 192(4) (e)*

**Resolution(s) or agreement(s)** agreed to by all the members of any class of shareholders.

- (i) Date of agreement.
- (ii) Class of shareholders.
- (iii) Brief particulars of agreement.

*G.—Section 192(4) (f)*

**Resolution for voluntary winding up** passed in pursuance of sub-section (1) of section 484.

At a general meeting of the members of the said company, duly convened and held at \_\_\_\_\_ in the town of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, the following special/ordinary resolution, was passed.

Resolved that

Signature.

Designation (b).

(a) Certified copies of all the agreements should also be enclosed with this form.

(b) State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary.

Form No. 24.

No. of Company.....

**THE COMPANIES ACT, 1956.**

Form of application to Central Government for increasing the number of directors of Company.

*Pursuant to Section 259.*

1. Name of Company *Limited/Private Ltd.*
2. Address of its registered office
3. Maximum number of directors permitted—
  - (i) If company in existence on 21st July 1951, under articles in force on that date.
  - (ii) If company formed after the 21st July 1951, under articles in force on date of incorporation.
4. Number of directors in office on date of application.
5. Number of directors proposed to be added
6. Reasons for increasing the number
7. Particulars regarding existing directors —

Name	Addresses	Nationality	Descriptions	Occupations	Date of Birth and Age.
(1)	(2)	(3)	(4)	(5)	(6)

8. If names of the persons proposed to be appointed as director in case Govt. accords its approval, have been settled, particulars relating to those persons —

Names of proposed Directors.	Addresses	Nationality	Description	Occupation	Date of birth and age.
(1)	(2)	(3)	(4)	(5)	(6)

9. Copy of the Resolution, and proceedings of the general meeting of company with details of voting, in a separate sheet which should be signed by the signatories in the form should be furnished.

**10. Declaration.**

I/We solemnly declare that facts , stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief.

Signature.  
Designation.

Dated this                      day of                      19                      .

(a) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

Form No. 25.

**THE COMPANIES ACT, 1956.****Form of application to the Central Government for appointment or re-appointment of Managing Director/Managing Agent/Secretaries and Treasurers***Pursuant to Sections 268, 269, 326 and 379*

(This form shall also be used for the purposes of obtaining the approval of Central Government for the first time in respect of any matter specified in sections 259, 310, 311, 329, 343, 345, 346 and 352.)

1. Name of the Company together with the address of its registered office and the date of its registration.

2. Detailed capital structure of the company.

3. Nature of the existing controlling interest in the company—

- (i) particulars about existing managing director/managing agent/secretaries and treasurers;
- (ii) particulars about remuneration payable to managing director/managing agent/secretaries and treasurers;
- (iii) particulars of any other remuneration payable to managing director/managing agent/secretaries and treasurers whether in their capacity as managing director/managing agent/secretaries and treasurers or otherwise;
- (iv) particulars of remuneration payable under any arrangements to a relative or any associate of a managing director/managing agent/secretaries and treasurers.
- (v) names of directors and extent of their share holding; and
- (vi) particulars of commissions, allowances and fees payable to directors.

4. Nature of the proposed controlling interest in the company—

- (i) particulars about future managing director/managing agent/secretaries and treasurers;
- (ii) particulars about remuneration proposed to be paid to the managing director/managing agent/secretaries and treasurers;
- (iii) particulars of any other remuneration proposed to be paid to the managing director/managing agent/secretaries and treasurers;
- (iv) particulars of remuneration hence forward payable under any arrangements to a relative or any associate of a managing director/managing agent/secretaries and treasurers;
- (v) future extent of shareholding of the managing director/managing agent/secretaries and treasurers; and
- (vi) particulars of commissions, allowances and fees proposed to be paid to directors.

(NOTE:—7 copies of agreements with managing director/managing agent and/or selling or buying contracts together with certified copies of resolutions pertaining thereto should be supplied.)

5. The manner in which the controlling interest of the new managing director/managing agent/secretaries and treasurers in the company was acquired—

- (i) by transfer of the shareholdings of old managing director/managing agent/secretaries and treasurers; and/or

(li) by purchase of shares from the open market.

(NOTE:—The price and other terms on which shares were transferred or purchased as well as all other necessary details under the above heads should be given).

6. Compensation, if any, payable by the company to the outgoing managing director/managing agent/secretaries and treasurers, and whether it is in accordance with the terms of the relevant agreement.

7. Particulars of other companies managed by the managing director/managing agent/secretaries and treasurers.

(NOTE.—A copy of the audited accounts, together with the Directors' and Auditors' reports, for all such companies for the previous three years should be submitted under this head.)

8. Names of other companies in which Directors of the company hold directorships.

9. Any other changes in the Articles of Association which have a bearing on the appointment of new managing director/managing agent/secretaries and treasurers.

Signature.

Designation. (a)

Dated this                      day of                      19 .

(a) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

(NOTE.—7 Copies of the existing Articles of Association of the company, 7 copies of the draft Articles of Association which are proposed to be substituted for the existing Articles of Association and a copy of the Resolution passed by the company at its general meeting or by the Board of Directors, as the case may be, and 7 copies each of the audited accounts, Directors' Report and Auditors' Report of the managed company as well as of the managing Agent or Secretaries and treasurers for the last 3 years should also accompany this statement.)

Form No. 26.

No. of Company.....

### THE COMPANIES ACT, 1956.

Form of Application to Central Government for increasing Remuneration of a director.

*Pursuant to Sections 310, 311 and 388.*

1. Name of Company

2. Address of its registered office

3. Names, addresses, and designations of all existing directors, together with details of their shareholdings.

Names of Directors	Address	Specific designation, if any, whether managing/whole time/other director	Details of Shareholdings
(1)	(2)	(3)	(4)

## 4. Particulars of directors whose remuneration is to be increased.

Name of Directors/Managers whose remuneration is to be increased.	Specific designation, if any, whether managing/whole time/other directors.	Existing remuneration. <sup>1</sup> (a) Salary (b) Commission (c) Allowances (d) fees (e) Other Remuneration.	Proposed remuneration. (a) Salary (b) Commission. (c) Allowances (d) Fees (e) Other Remuneration.
(1)	(2)	(3)	(4)

## 5. Reasons for proposed increase in remuneration

(Copies of the existing and the proposed agreement and the resolution(s) passed at Director/general meeting sanctioning the increased remuneration should be enclosed.)

## 6. Declaration.

I/We solemnly declare that facts , stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief.

Signature.

Designation. (a)

Dated this            day of            19 .

(a) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

Form No. 27.

No. of Company.....

## THE COMPANIES ACT, 1956.

Form of Application to the Central Government for approval of changing constitution of a firm acting as Managing Agent/Secretaries and Treasurers.

Pursuant to Sections 346 and 379.

1. Name of Firm
2. Address of its principal office
3. Date of its appointment as Managing Agents/Secretaries and Treasurers
4. Particulars of existing partnership:—

Name of Partner.	Address of Partner.	Share in Partnership.	Date of becoming partner.	Special rights, if any.	Voting rights.
(1)	(2)	(3)	(4)	(5)	(6)
1.					
2.					
3.					
4.					
5.					

  

5. Name, if any, of every person ceasing to be partner.	Date on which he ceased to be a partner.	Date on which he became partner.	How he ceased to be partner and reasons, if any therefor.
(1)	(2)	(3)	(4)
(a)			
(b)			
(c)			



6. Name of every incoming partner.

(a)  
(b)  
(c)

7. Particulars of new partnership:

Name of partner	Address of partner	Share in partnership.	Special rights if any.	voting rights if any.
(1)	(2)	(3)	(4)	
(a)				
(b)				
(c)				

8. Names of Public companies/and subsidiaries of public companies for which the firm is Managing Agent/Secretaries & Treasurers (Enumerate or attach Schedule).

NOTE.—Copies of old and new partnership agreements should be supplied.

9. I/We solemnly declare the facts stated in this application are true to the best of my/our knowledge, and the other facts are true to the best of my/our information and belief.

Signature.

Designation (a)

Dated this

day of

19

(a) State whether Director, Managing Director, Managing agent Secretaries and Treasurers, Manager or Secretary.

Form No. 28.

No. of Company.....

### THE COMPANIES ACT, 1956.

Form of application to Central Government for approval of change in constitution of body corporate acting as Managing Agent/Secretaries and Treasurers of public/private company/company which is a subsidiary of public company.

Pursuant to Section 346/Section 379 read with Section 346

(1) Name of the body corporate acting as Managing Agent/Secretaries and Treasurers

(2) Address of its registered office. \_\_\_\_\_

(3) Date of its incorporation \_\_\_\_\_

(4) Change in constitution of body corporate for which approval of Central Government is sought:—

(a) Conversion from Private to Public Company  
Public Private

Date of Conversion.

(b) Changes among directors of body corporate.  
Managers

i. By death.

Name of Director  
Manager

Date of death.

ii. By retirement.

Name of Director  
Manager

Date of retirement.

iii. By new appointment.

Name of Director  
Manager

Date of appointment

iv. Otherwise

Name of Director  
Manager  
Date of change.

Nature of Change

(c) *Change in ownership of shares in body corporate having a share capital.*

- (i) equity shares  
Preference shares ~~non~~-redeemable  
Preference shares non-redeemable.

of Rs.

each were transferred from

to

on

and the transfer was registered by

the company as

- (ii) equity shares of Rs.  
Preference shares redeemable  
Preference shares non-redeemable

each were allotted to

and

the allotment was entered in the books of the company on

- (iii) Where any change in the ownership of shares has taken place on account of death or insolvency the particulars thereof should be specified.
- (iv) Where any shares have been forfeited, particulars thereof should be specified.
- (v) Whether the changes specified above have or have not resulted in transfer of the *controlling interest* from any person or body of persons to any other person or body of persons.
- (d) *Changes in membership of body corporate not having share capital.*

(i) *By death.*

Name of Director  
Manager  
Member

Date of death.

(ii) *By retirement*

Name of Director  
Manager  
Member

Date of retirement.

(iii) *By new appointment.*

Name of Director  
Manager  
Member

Date of appointment.

(iv) *Otherwise*

Name of Director  
Manager  
Member

Nature of Change.

Date of Change.

#### 5. Declaration.

I/We solemnly declare that the facts , stated in this application are true to the best of my/our knowledge, and other facts are true to the best of my/our information and belief.

Signature.

Designation (a).

Dated this            day of            19 .

(a) State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary.

Form No. 29.

Filing Fee Rs. 5,

No. of Company.....

THE COMPANIES ACT, 1956

Consent to act as Director of a Company

Pursuant to Section 266(1) (a)

Name of Company  
 Presented by

Limited.

To the Registrar of Companies,

I/We, the undersigned, hereby testify my/our consent to act as Director/  
Directors of the Limited pursuant to Section 266 (1) (a) of the  
Companies Act, 1956.

Name and sur- name in full	Address	Descrip- tion	Occupation	Date of birth and age	Nationality	Signature(s)
(1)	(2)	(3)	(4)	(5)	(6)	(7)

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ .

~~Note.~~—(1) If a Director signs by his agent authorised in writing, the authority must be produced before the Registrar.

(2) This form is not required to be filled:—

- (a) by a company not having a share capital;
- (b) by a private company;
- (c) by a company which was a private company before becoming a public company; or
- (d) where the directors or proposed directors are named in a prospectus issued by, or on behalf of, a company after the expiry of one year from the date on which the company was entitled to commence business.

Form No. 30.

Filing Fee Rs. 5/-.

No. of Company.....

### THE COMPANIES ACT, 1956

List of the persons who have consented to be Directors of a company  
Pursuant to Section 266 (4)

Name of Company \_\_\_\_\_ Limited.  
Presented by \_\_\_\_\_

List of persons who have consented to be directors of \_\_\_\_\_ Limited

filed with the Registrar of Companies, pursuant to Section 266 (4) of the Companies Act, 1956, by

of the applicant(s) for registration of the memorandum and articles of association of the company.

Name and surname in full	Address	Description	Occupation	Date of birth and age	Nationality
(1)	(2)	(3)	(4)	(5)	(6)

Signature(s) of the applicant(s).

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_ .

*Note.*—(1) This form is not required to be filled:—

- (a) by a company not having a share capital;
- (b) by a private company;
- (c) by a company which was a private company before becoming a public company; or
- (d) where the directors or proposed directors are named in a prospectus issued by, or on behalf of, a company after the expiry of one year from the date on which the company was entitled to commence business.

Form No. 31.

Filing Fee Rs. 5/-.

No. of Company.....

### THE COMPANIES ACT, 1956

Undertaking to take and pay for Qualification shares

*Pursuant to Section 268(1) (b) (ii)*

Name of Company

Limited.

Presented by

To the Registrar of Companies

We, the undersigned, having consented to act as director/directors of the Limited, do hereby undertake to take from the said company and pay for shares of each, being the number/value of the shares prescribed as the qualification shares for the Office of Director of the said company.

Signature (s) (1)	Address (2)	Description (3)	Occupation (4)
----------------------	----------------	--------------------	-------------------

Dated the

day of

19

*Note.*—(1) If a Director signs by his agent authorised in writing, the authority must be produced before the Registrar.

(2) This form is not required to be filled:—

- (a) by a company not having a share capital,
- (b) by a private company;
- (c) by a company which was a private company before becoming a public company; or
- (d) where the directors or proposed directors are named in a prospectus issued by, or on behalf of, a company after the expiry of one year from the date on which the company was entitled to commence business.

No. of Company. ....

Form No. 32

Filing fee Rs. 5.

THE COMPANIES ACT, 1956

Particulars of Directors, Managing Directors, Managing Agents, Secretaries and Treasurers, Manager and Secretary

*Pursuant to Section 303*

Name of company ..... Limited/Private Ltd.

Presented by .....  
A.—Particulars of the persons who are Directors

Present and full.	name or names surname, in	Any former name or names and surname, in full.	Usual residential address	Nationality and Nation- ality of origin, if different from present Nationality.	Business, Occupation and particulars of other directorships, Mg. agencies, secreta- ries and treasurership, managership and secre- taryships held.	Date of birth in case of individual only)	Date of appointment
(1)	(2)	(3)	(4)	(5)	(6)	(7)	

B.—Particulars of the Person who is Managing Agent  
Persons who are Secretaries and Treasurers.

Where the Managing Agent is an individual, present name or names and surname in full. Where the Managing Agent is/Secretaries and Treasurers are, a firm, the firm name (a). Where the Managing Agent is/Secretaries and Treasurers are a body corporate, the corporate name (b).	Any former name or names and surname, in full.	Usual residential address (in the case of a corporation or firm, the registered or principal office).	Date of appointment.	Particulars of the other managing agencies or secretaries and treasurers, directorships, managerships and secretaryships held.
---	--	---	----------------------	--

1	2	3	4	5
---	---	---	---	---

C.—Particulars of the person who is Manager/Secretary.

Where the Managing Agent is an individual, present name or names and surname in full. Where the Managing Agent is/Secretaries and Treasurers are a firm the firm name (a). Where the Managing Agent is/Secretaries and Treasurers are a body corporate, the corporate name (b).	Any former name or names and surname, in full.	Usual residential address (in the case of a corporation or firm the registered or principal office).	Date of appointment.	Particulars of the other managing agencies or secretaries and treasurers directorships and secretaryship held.
---	--	--	----------------------	--

1	2	3	4	5
---	---	---	---	---

Dated this

day of

19 .

Signature.

Designation (c)

(a) In the case of a firm, the full name, address, age, and nationality of each partner should be indicated.

(b) In the case of body corporate, its corporate name and registered or principal office should be shown along with the full name, address and nationality of each of its directors.

(c) State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary.

No. of Company \_\_\_\_\_

THE COMPANIES ACT, 1956

Form No  
Filing Fee. Rs.

Alteration in the Particulars of Directors, Managing Directors, Managing Agents, Secretaries and Treasurers, Manager and Sec

*Pursuant to Section 303.*

Name of Company ..... Limited/Private Limited/.....

Presented by .....

A.—Alteration in the Particulars of the persons who are Directors.

Present name or names and surname in full.	Any former name or names and sur- name in full.	Usual residential address.	Nationality and Nationality of origin, if different from present Nationality.	Business occupation and particulars of other directorships, managing, agencies, secretaries and trea- surership mana- gership and secre- taryship held.	Date of birth (in case of indi- viduals only).	Date of Alter- ation.	Alterations notir in particulars spe- fied in columns to (6) pursuant Section 303 (2).
1	2	3	4	5	6	7	8

EXTRAORDINARY

298/39

## B.—Alteration in the Particulars of the Person who is Managing Agent

Persons who  
Persons are Secretaries and Treasurers.

Where the Managing Agent is an individual, present name or names and surname in full. Where the Managing Agent is/Secretaries and Treasurers are, a firm, the firm name (a). Where the Managing Agent is/Secretaries and Treasurers are, a body corporate, the corporate name (b).

Any former name or names and surname in full.

Usual residential address (in the case of a corporation or firm, the registered or principal office).

Particulars of other managing agencies offices of secretaries and treasurers, directorships, managerships and secretaryship held. (c).

Date of alteration.

Alteration notified in the particulars specified in columns 1 to 4 pursuant to Section 303 (2).

1	2	3	4	5	6

## C.—Alteration in the Particulars of the person who is Manager/Secretary.

Present name or names and surname in full.	Any former name or names and surname in full.	Nationality	Usual residential address	Particulars of other secretaryships, Directorships, managing agencies, and offices of secretaries and treasurers held.	Date of alteration.	Alterations notified in the particulars specified in columns 1 to 5 pursuant to Section 303
1	2	3	4	5	6	7



Signature.

Designation. (d).

Dated the

day of

19

(a) In the case of a firm, the full name, address and nationality of each partner should be indicated.

(b) In the case of body corporate its corporate name and registered or principal office should be shown along with the full name, address and nationality of each of its directors.

(c) Particulars of change among Director, Managing Director, Managing agent, Secretaries and Treasurers, Manager or Secretary should be sent to the Registrar. A note of the changes since the last list should be made in this column, e.g., by placing against a new director's name the words "in place of" and by writing against any former director's name change caused by death/resignation/retirement/removal/rotation/disqualification.

(d) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

No. of Company

THE COMPANIES ACT, 1956

Form No. 34

Register of directors, managing director, managing agents, secretaries and treasurers, Manager and Secretary etc.

*Pursuant to section 306*

Name of Company \_\_\_\_\_ Limited/Private Limited.

Serial No.	Present name or names and surname in full	Any former name or names and surname in full	Usual residential address	Nationality	Nationality of origin (if different from present nationality)	Business Occupation	Particulars of directorships or other offices held in any other company	Date of birth and age	(i) Date of original appointment (i) Date of change,	Date of Changes	Remarks	Signature of Registrar.
1	2	3	4	5	6	7	8	9	10	11	12	13

## THE COMPANIES ACT, 1956

Form No. 35.

~~Filing Fee Rs. 5/-~~

No. of Transferee Company.

No. if any, of Transferor.

Notice to dissenting shareholders.

Pursuant to Section 395.

(a) Limited/Private Limited  
 (hereinafter called "the transferor Company").  
 Notice by (b) Limited/Private Limited/  
 (hereinafter called "the transferee Company").

To (c)

Whereas on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
 the transferee company made an offer to all the holders of (d)  
 shares in the transferor company (state shortly the nature of the offer)  
 ; and

Whereas up to the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
 being a date within four months of the date of the making thereof such offer was  
 approved by the holders of not less than nine-tenths in value of the said (d)  
 shares, other than shares already held at the date of the offer by or by a nominee  
 for the transferee company or its subsidiary.

Now, therefore, the transferee company in pursuance of the provisions of  
 Section 395(1) of the Companies Act, 1956, hereby gives you notice that it desires  
 to acquire the (d) \_\_\_\_\_ shares held by you in the transferor  
 company.

And further take notice that unless, upon application made to the Court by you  
 the said (c) \_\_\_\_\_ ; on or before the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
 being one month from the date of this notice, the Court thinks fit to order other-  
 wise, the transferee company will be entitled and bound to acquire the (d)  
 shares held by you in the transferor company on the terms of the above mentioned  
 offer, approved by the approving (d) \_\_\_\_\_ shareholders in the said  
 company.

Signature for (b)

Designation (e).

Dated the \_\_\_\_\_

day of \_\_\_\_\_

19\_\_\_\_

- 
- (a) Name of transferor company.  
 (b) Name of transferee company.  
 (c) Name(s) and addresses of dissenting shareholder(s).  
 (d) If the offer is limited to a certain class or classes of shareholders, state  
 description of that class or those classes.  
 (e) State whether Director, Managing Director, Managing Agent, Secre-  
 taries and Treasurers, Manager or Secretary.
- 

Form No. 36.

No registration fee payable.

No. of Company.....

## THE COMPANIES ACT, 1956.

Receiver or Manager's Abstract of Receipts and Payments.

Pursuant to Section 424 read with Section 421

Name of Company \_\_\_\_\_ Limited/Private Limited

Name and address of Receiver or Manager \_\_\_\_\_

Date and description of security containing the powers under which Receiver or  
 Manager is appointed \_\_\_\_\_

Period covered by the abstract \_\_\_\_\_

From \_\_\_\_\_

To \_\_\_\_\_

Presented by \_\_\_\_\_

## ABSTRACT.

Receipts	Payments.
Brought forward.	Brought Forward
Rs. A.P.	Rs. A.P.
The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the Receiver or Manager since the date of appointment.	

Carried Forward. Carried Forward.

Dated the                      day of                      Signature.  
Receiver  
Manager.  
19 .

Form No. 37.

No. of Company.....

## THE COMPANIES ACT, 1956.

Application by an Existing Joint Stock Company for Registration as a Limited/  
an Unlimited company.

Pursuant to Section 565, 566 and 567.

Name of Company

Application by (a)  
for Registration as a Limited Company/Private Limited Company/ an Unlimited  
Company under the Companies Act, 1956.

(a)  
constituted by (b)

Dated the                      day of                      19 .

(copy whereof is in Annexure I hereto) desires to register itself as a company limited by shares/company limited by guarantee/an unlimited company under the Companies Act, 1956, with the name of ~~Company~~ Limited/Company Private Limited and for that purpose delivers the documents specified in Annexures II to VI hereto for Registration under the said Act.

Signature.

(c) Designation.

Dated the                      day of                      19

## ANNEXURES

- Annexure I . . . . . Copy of the Instrument constituting or regulating the Company.
- Annexure II . . . . . List of the members of the Company made (d) upto the day of.....19.....
- Annexure III . . . . . Statement specifying particulars required by section 567(c).....(c)

4. Annexure IV . . . . . Copy of Resolution of the Company assenting to its registration as a Limited Company required by section 565(1) Proviso, clause (v).....(f)
5. Annexure V . . . . . Copy of Resolution of the Company assenting to its registration as a company limited by guarantee required by section 565(1), Proviso, clause (vii).....(g)
6. Annexure VI . . . . . Declaration by two or more directors or other principal officers of the company verifying the particulars set forth in the documents above mentioned..... (h)

- (a) Insert name of Company.
- (b) Here enter the description of instrument constituting or regulating the company.
- (c) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.
- (d) Vide form No. 39.
- (e) Vide form No. 40.
- (f) Vide form No. 41.
- (g) Vide form No. 41.
- (h) Vide form No. 43.

FORM No. 38.

No. of Company.....

THE COMPANIES ACT, 1956.

Application by an Existing Company (not being a Joint Stock Company) for Registration as a Limited/an Unlimited company.

Pursuant to Sections 565 and 568.

Name of Company

Application by (a)  
for Registration as a Limited Company/Private Limited Company/an Unlimited

Company under the Companies Act, 1956.

(a)

constituted by (b)

dated the

day of

19

(copy whereof is in Annexure I hereto)

desires to register itself as a company limited by shares/a company limited by guarantee/an unlimited company under the Companies Act, 1956 with the name of  
Company Limited/Company Private Limited and for that purpose delivers the documents specified in the forms annexed hereto for Registration under the said Act.

Signature

Designation (c).

Dated the

day of

19

ANNEXURES.

1. Annexure I. . . . . Copy of the instrument constituting or regulating the Company.
2. Annexure II. . . . . List showing the names, addresses and occupations of the directors, the managing agent if any, and the manager if any, of the company. ....(d)
3. Annexure III. . . . . Copy of Resolution of the Company assenting to its registration as a limited Company, required by section 565(1), Proviso, clause (v).....(e)

4. Annexure IV. . . . . Copy of Resolution of company assenting to its registration as a company limited by guarantee required by section 565(1), Proviso, clause (vii).....(f).
5. Annexure V. . . . . Declaration by two directors or other principal officers of the company verifying the particulars set forth in the documents above mentioned.....(g)

- (a) Insert name of company.
- (b) Here enter the description of the instrument constituting or regulating the company.
- (c) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.
- (d) *Vide* form No. 42.
- (e) *Vide* form No. 41.
- (f) *Vide* form No. 41.
- (g) *Vide* form No. 43.

No. of Company.....

FORM No. 39.

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Registration of an existing Company.

List of Members.

Pursuant to Section 567(a).

Name of Company

Presented for filing by

List of Members of  
made upto the (a)

day of

19 .

Name in full	Address	Occupation	Number of shares or amount of stock held.	Distinctive Number of the share
--------------	---------	------------	--	------------------------------------

Signature  
Designation (b).

Dated the

day of

19 .

(a) Not more than six clear days before delivery for Registration.

(b) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

No. of Company.....

FORM No. 40

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Registration of an existing Company as a limited company.

Statement specifying certain particulars.

*Pursuant to Section 567(c).*

Name of Company  
Presented by

Amount of nominal capital .....

Number of shares into which it is divided, and the  
amount of each share.

Amount of stock of which it consists.....

Number of shares or amount of stock taken up to  
the.....day of .....19.....(a)

Amount paid on each share.....

Name of company ----- Limited/Private Limited/.....

Registered office-----

Resolution declaring the amount of the guarantee  
(b) -----

Signature  
Designation (c).

Dated this                      day of                      19 .

(a) Not more than six clear days before delivery for registration.

(b) To be completed by a company intending to be registered as a company  
limited by guarantee.

(c) State whether Director, Managing Director, Managing Agent, Secretaries  
and Treasurers, Manager or Secretary.

FORM No. 41

Filing Fee Rs. 5/-

No. of Company.....

THE COMPANIES ACT, 1956.

Registration of an existing company as a Limited Company.

Copy of Resolution assenting to Registration with limited liability.

*Pursuant to Section 565(1), Proviso, Clauses V and (vii) (a).*

Name of Company  
Presented by

Copy/copies of Resolution/Resolutions (a) passed at a general meeting of  
held on the                      day of                      19 .  
assenting to its being registered with limited liability.

(The resolution/resolutions (a) to be written, typed, or printed here).

Signature  
Designation (b).

Dated this                      day of                      19 .

(a) Where a company is proposed to be registered as a Company Limited by  
guarantee, there should be two resolutions, one in accordance with section 565(1)  
proviso, clause (v) and the other in accordance with section 565(1) proviso,  
clause (vii) of the Companies Act 1956.

(b) State whether Director, Managing Director, Managing Agent, Secretaries  
and Treasurers, Manager or Secretary).

FORM No. 42

Filing Fee Rs. 5/-

No. of Company.....

## THE COMPANIES ACT, 1956.

List of the names, addresses and occupations of the Directors, managing agent, if any, and the manager, if any, of the existing company, not being a joint stock company.

*Pursuant to section 568(a).*

Name of Company

Presented by

List of the names, addresses and occupations of the directors, the managing agent, if any, and the manager if any.

Name ]	Address	Occupation
1.	2.	3.
<i>A (Directors)</i>		
<i>B (Managing Agent)</i>		
<i>C (Manager)</i>		

Signature

Designation (a).

*State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary.*

No. of Company.....

FORM No. 43

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Registration of an existing Company.

Declaration verifying Documents delivered to the Registrar of Companies with application for Registration.

*Pursuant to section 569*

Name of Company

Presented by

We

of

and

of

being two of the (a)

of (b)

Do solemnly and sincerely declare that the particulars set forth in the several documents accompanying this Declaration are true to our knowledge in regard



to the particulars.....and true to the best of our information and belief in regard to the other particulars.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

(a) *State whether directors or other principal officers.*

(b) *Insert name of company.*

FORM No. 44.

Filing Fee Rs. 5/-

No. of Company..F.....

### THE COMPANIES ACT, 1956.

Documents delivered for Registration by a Foreign Company.

*Pursuant to Section 592(1) (a).*

Name of Company

Presented by

Documents delivered to the Registrar of Companies, for registration pursuant to Section 592(1)(a) of the Companies Act, 1956 by a company incorporated in (a) and which has a principal place of business in India at

A certified copy of the Charter, Statutes, or Memorandum and Articles of the Company or other Instrument constituting or defining the constitution of the Company.

If the instrument is not in the English Language, a certified translation thereof.

(a) The copy and the translation, if any, above mentioned must be certified in the manner prescribed in rule 16 of the Companies (Central Government's) Rules and Forms, 1956.

Signature or Signatures of any one or more of the persons authorised under Section 592(1)(d) of the Companies Act, 1956 or of the some other persons in India duly authorised by the Company

Dated this.....day of .....19.....

(a) *Country of origin.*

FORM No. 46

Filing Fee Rs. 5/-

No. of Company. F.....

## THE COMPANIES ACT, 1956.

List and Particulars of the Directors(a) and Secretary of a Foreign Company  
Pursuant to section 592(1) (c).

Name of Company

Where incorporated

Address of principal place of Business in India

Presented by

---

Particulars of the Persons who are Directors of the Company at the date of this return.

---

*Director—Individuals*


---

Present name and Surname in full(b)	Any former name or names and surname or surnames in full	Usual residential Address.	Nationality and Nationality or origin if different from present Nationality	Business occupation or if there is no business occupation, particulars of other directorships held, if any
-------------------------------------	--	----------------------------	---	--

---

*Directors—Bodies Corporate*


---

Registered or	Name of Directors of body corporate
---------------	-------------------------------------

---

2

3

---

of each Nationality of each Director and nationality of origin if different.



*Pursuant to Section 592(1) (d)*

Name of Company \_\_\_\_\_

Presented by \_\_\_\_\_

List of persons resident in India authorised to accept on behalf of the company service of process and any notices or other documents required to be served on \_\_\_\_\_

a company incorporated in (a) \_\_\_\_\_

and which has established a place of business in India at \_\_\_\_\_

Names and Surnames

Addresses.

Signatures of the persons authorised under Section 592 (1) (d) of the Companies Act, 1956 or of some persons in India duly authorised by the Company. }

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

FORM No. 48.

Filing Fee Rs. 5/-

No. of Company. F.

THE COMPANIES ACT, 1956.

Address of Principal Place of Business in India of a Foreign Company.

*Pursuant to Section 592(1) (e).*

Name of Company

Where incorporated (a)

Presented by

Address of Principal Place of Business in India of the Company.

Full address of the office of (b).

which is to be deemed to be its principal place of business in India is as follows:—

Signature or signatures of any one or more persons authorised under Section 592 (1)(d) of the Indian Companies Act, 1956 or of some other persons in India duly authorised by the Company. }

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

(a) Country of origin.

(b) Name of the Company.

No. of Company. F.

FORM No. 49.

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Return of Alteration in the Charter, Statutes, or Memorandum and Articles of Association, or other Instrument constituting or defining the constitution of a foreign company.

Pursuant to Section 593(a)

Name of Company

Return of Alteration in the (a)  
constituting or defining the constitution of  
a foreign company (b)  
and which has established a place of business in India at

Certified copy (c) of alteration or certified copy of New Deed, if one has been executed. If alteration of deed is not in the English language, a certified translation thereof must accompany this return. A brief description of the alteration of deed must also be given here-under:—

Signatures of any one or more of the  
persons authorised under Section 592(1)(d) of the  
Indian Companies Act, 1956, or of some other  
persons in India duly authorised, by the Company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_

FORM No. 50.

No. of Company. F.

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Return of alteration in the address of the Registered or Principal office of a Foreign Company.

Pursuant to Section 593 (b).

Name of Company

Where incorporated (b)

represented by

Return of alteration in the address of the Registered or Principal office of the (d)  
having its principal place of business in India at

Previous address	Present address	Date of change
(1)	(2)	(3)

(a) Charter, Statutes, Memorandum or Articles of Association or other instrument as the case may be.

(b) Country of origin.

(c) The copy of translation (if any) must be certified in the manner prescribed in rule 16 of the Companies (Central Government's) General Rules and Forms, 1956.

(d) Name of the company.

signature or signatures of any one or more persons authorised under Section 592 (1)(d) of the Indian Companies Act, 1956 or of some other persons in India duly authorised by the company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

(a) *Country of origin.*

(b) *Name of the company.*

FORM No. 51.

No. of Company. F.

Filing Fee Rs. 5/-

THE COMPANIES ACT, 1956

Return of Alteration in the List or Particulars of the Directors and Secretary  
a Foreign Company.

Pursuant to Section 593 (c).

Name of Company

Where incorporated

Address of principal place of Business in India

Presented by

Return of Alteration in Particulars of the Persons who are Directors (a) of the company.  
(Directors-Individuals.)

Present name and Surname (b) in full	Any former name or names and Surname or Surnames in full	Usual Residential Address	Nationality and Nationality of origin if different from present Nationality	Business occupation or if there is no business occupation, particulars of other directorships held, if any	Remarks as to the alteration with the date thereof (c)
(1)	(2)	(3)	(4)	(5)	(6)

Directors—Bodies Corporate

Corporate Name	Registered or principal office of body corporate	Names of Directors of body Corporate			Remarks as to the alteration with the date thereof (c)
		A	B	C	
		Full name of each Director	Address of each Director	Nationality of each Director, and Nationality of origin if different from present Nationality	
(1)	(2)	(3)	(4)	(5)	(6)

## Particulars of the Person who is the Secretary

Persons who are the Joint Secretaries of the company at the date of this return

Present name and surname in full (in the case of Body corporate or firm, the name of body corporate or Firm).	Any former name or names and surname or surnames in full	Usual Residential Address (In the case of Body corporate <del>or</del> Firm the Registered or principal office) (d)	Remarks as to the alteration with the date thereof
(1)	(2)	(3)	(4)

Signature or signatures of any one or more persons authorised under Section 592(1) (d) of the Companies Act, 1956, or of some other person in India duly authorised by the company.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

(a) "Director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the Directors of the company are accustomed to act.

(b) In the case of a person usually known by a title different from his surname, the expression "surname" means that title; and references to a former name or surname do not include—

(i) in the case of a person usually known by an Indian title different from his surname, the name by which he was known previous to the adoption of, or succession to the title;

(ii) in the case of any person, a former name or surname, where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years, or has been changed or disused for a period of not less than twenty years; and

(iii) in the case of a married woman, the name or surname by which she was known previous to the marriage.

(c) A complete list of the directors and the Secretary shown as existing in the return must always be given. A note of changes since the last list was filed should be made in this column *e.g.*, by placing against a new director's name the words "in place of \_\_\_\_\_", and by writing against any former director's name the words "dead", "resigned", etc., as the case may require.

(d) Where all the partners of the firm are Joint Secretaries, the name and principal office of the firm need alone be stated. In other cases, particulars of each of the partners who are Joint Secretaries should be given.

FORM No. 52.

Filing Fee Rs. 5/-.

No. of Company. F.

## THE COMPANIES ACT, 1956.

Return of alteration in the Names or Addresses of persons resident in India authorised to accept service on behalf of a Foreign Company.

Pursuant to Section 593(d).

Name of Company

Presented by

Return of alteration in the names or addresses of persons resident in India authorised to accept on behalf of the Company, service of process and any notices or other documents required to be served on

a foreign company incorporated in (a)  
and which has established a place of business in India at

Name	Surname	Address	Remarks as to the alteration (b)
(1)	(2)	(3)	(4)

Signature of the persons authorised under Section 592(1)(d) of the Companies Act, 1956, or of some other person in India duly authorised by the Company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

(a) Country of origin.

(b) A complete list of the persons authorised, as on the date of the return and as shown as existing in the last return must always be given. A note of changes since the last list was filed should be made in this column e.g., by placing against a new director's name the words "in place of" and by writing against any former director's name the words "dead", "resigned", or as the case may be.

FORM No. 53.

Filing Fee Rs. 5/-

No. of Company. F.

# THE COMPANIES ACT, 1956.

Return of alteration in the Address of Principal place of Business in India of a Foreign Company.

Pursuant to Section 593 (e).

Name of Company

Where incorporated (a)

Presented by

Particulars of change in the Address of Principal Place of Business of the Company.

The Principal place of business of the company in India has been altered from the address given in Col. 1 to that given in Col. 2.

Old address of principal place of business  
in full

New address of principal place of business  
in full

(1)

(2)



Signature or signatures of any one or more persons  
authorised under Section 592(1)(d) of the Com-  
panies Act, 1956, or of some other person in India  
duly authorised by the Company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 .

(a) Country of origin.

No. of Company F.....

Form No. 54.

Filing Fee Rs. 5/-

### THE COMPANIES ACT, 1956

(a) List of places of Business Established by a Foreign Company in India.

*\*Pursuant to Section 594(3).*

Name of Company.....

Presented by .....

(b) .....  
a company incorporated in (c).....

has the following places of business in India as at (d).....

- |         |   |
|---------|---|
| 1. .... | Principal place of business<br>as registered pursuant to<br>Section 592 (1) (e) |
| 2. .... | 593 (e)   |
| 3. .... |   |

Signature or signatures of any one or more persons  
authorised under section 592(1)(d) of the Indian Com-  
panies Act, 1956, or of some other persons in British  
India duly authorised by the Company.

Dated .....

NOTE : (a) Three copies of this list should be furnished to the Registrar.

(b) Name of Company.

(c) Country of origin.

(d) The date upto which the Balance Sheet and Profit Loss Account required to be delivered to the Registrar pursuant to Section 594(I) of the Companies Act, 1956 are made out.

No. of Company. F.....

FORM No. 55.

Filing Fee Rs. 5

## THE COMPANIES ACT, 1956

Particulars of charge (a) on property in India created by a Foreign Company,  
after the 15th January, 1937.

Pursuant to Section 600 read with Section 125.

Name of Company .....  
Presented by.....

Particulars of mortgage or charge created by..... a company  
incorporated in (b).....  
and which has established a principal place of business in India at.....

Date and description of the instrument creating or evidencing the charge (c)	Amount secured by the charge	Short particulars of the property charged (d)	Gist of the terms and conditions, and extent and operation of the charge	Names, addresses and descriptions of the persons entitled to the charge	Amount or rate per cent of the commission, allowances or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (e).
1	2	3	4	5	6

Signature or signatures of one or more persons authorised under Section 592(1)(d) of the Companies Act, 1956 or of some other person in India, duly authorised by the company. }

Dated this.....day of.....19.....

(a) "Charge" includes "mortgage".

(b) Country of origin.

(c) A description of the instruments e.g., "Trust Deed", "Mortgage", "Debenture" etc. etc., as the case may be should be given.

(d) Persons entitled to the charge will include mortgagees.

(e) The rate of interest payable under the terms of the debentures should not be entered.

No. of Company F.....

Form No. 56.

Filing Fee Rs. 5/-

## THE COMPANIES ACT, 1956.

Particulars of charge (a) on property in India which has been acquired by a Foreign company after 15th January, 1937.

*Pursuant to Section 600 read with Section 127*

Name of Company.....  
Presented by.....

Particulars (b) of the charge subject to which property has been acquired by.....  
a company incorporated in (c) .....  
and which has established a principal place of business in India at .....

Date and description of (d) the instrument creating or evidencing the charge	Date of the acquisition of the property	Amount owing on security of the charge	Short particulars of the property charged	Gist of the terms and conditions and operation of charge	Name, address and occupation of the person entitled to the charge
1	2	3	4	5	6

Signature or signatures of one or more persons authorised under Section 592(1)(d) of the Companies Act, 1956, or of some other person in India, duly authorised by the company.

Dated this..... day of..... 19.....

- (a) "Charge" includes mortgage.
- (b) A copy of the instrument prescribed in Rule 6 of the Companies Rules 1956 must be delivered with these particulars.
- (c) Country of origin.
- (d) A description of the instrument, e. g., "Trust Deed", "Mortgage", "Debenture", etc., as the case may be, should be given.

No. of Company F.....

Form No. 57.

Filing Fee Rs. 5/-

THE COMPANIES ACT, 1956.

Particulars of an issue of Debentures in a series by a Foreign Company.

*Pursuant to Section 600 read with Section 128, Proviso.*

*For registration of particulars of the entire series Form No. 58 must be used.*

Name of Company .....  
Presented by .....  
.....

Date of registration of the series.	Date of present issue.	Amount of present issue	Gist of the terms and conditions and extent and operation of charge (b)	Particulars as to the amount or rate per cent of the commission, allowance, or discount (if any) paid or made either directly, or indirectly by the company, to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (c).
-------------------------------------	------------------------	-------------------------	---	---

1

2

3

4

5

Signature or signatures of one or more persons authorised under Section 592 (1)(d) of the Companies Act, 1956, or of some other person in India, duly authorised by the company. ....

Dated this ..... day of. .... 19.....

- (a) Country of origin.
- (b) "Charge" includes a mortgage—see Section 124.
- (c) The rate of interest payable under the terms of the Debentures should not be entered.

Form No 58

Filing Fee Rs 5.

No. of Company F

## THE COMPANIES ACT, 1956

Particulars of series of debentures containing, or giving by reference to any other instrument, any charge (a) to the benefit of which the debenture holders of the said series are entitled *pari passu*, created by a Foreign Company

Pursuant to Section 600 read with Sections 128 and 129

This form is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the Registrar on Form No 57

Name of Company

Presented by

Particulars of a series of debentures created by \_\_\_\_\_, a  
Company incorporated in (b) \_\_\_\_\_, and which has  
established a principal place of business in India at \_\_\_\_\_.

Total amount secured by the whole series	Amount of the present issue of the series	Dates of resolutions authorising the issue of the series	Date of the covering deed (if any) by which the security is created or defined or if there is no such deed, the date of the first execution of any debenture of the series (c)	General Description of the property charged
1	2	3	4	5

Gist of the terms and conditions and extent and operation of the mortgage or charge	Names and addresses of the trustees (if any) debenture holders	Amount or rate per cent of the commission allowance or discount (if any) paid, or made either directly by the company to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally or procuring or agreeing to procure subscriptions whether absolute or conditional for any of the debentures included in this return (d).
6	7	8

Signature or signatures of one or more persons authorised under Section 592(1) (d) of the Companies Act, 1956, or of some other person in India, duly authorised by the company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

(a) "Charge" includes a mortgage—see Section 124

(b) "Country of origin"

(c) A description of the instrument, e.g., "Trust Deed", "Mortgage", "Debenture," etc., as the case may be should be given

(d) The rate of interest under the terms of the debentures should not be entered.

Form No. 59.

Filing Fee Rs. 5

No. of Company. F.

## THE COMPANIES ACT, 1956

Particulars of Modification of Charge (a) created by a Foreign Company

*Pursuant to Section 600(1) read with Section 135*

Name of Company

Presented by

Particulars of Modification of Charge created by \_\_\_\_\_, a  
 Company incorporated in (b) \_\_\_\_\_, and which has established  
 a place/a principal place of business in India at \_\_\_\_\_

1. Date and description of original instrument creating the charge.
2. Date and description of instrument modifying the charge.
3. Particulars of modification of terms or conditions or extent or operation of the charge.

Signature or signatures of one or more persons authorised under Section 592(1)(d) of the Companies Act, 1956, or of some other person in India, duly authorised by the company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_

(a) "Charge" includes a "mortgage"—see Section 124.

(b) Country of origin.

Form No. 60.

Filing Fee Rs. 5.

No. of Company. F.

## THE COMPANIES ACT, 1956

Memorandum of complete Satisfaction of charge (a) created by a Foreign Company

*Pursuant to Section 600 read with Section 138*

Name of Company

Presented by

(b) \_\_\_\_\_, a company incorporated in (c) \_\_\_\_\_, and which has established a place of business/a principal place in India at \_\_\_\_\_, hereby gives notice that the registered charge, being (d) \_\_\_\_\_ of which particulars were registered with the Registrar of Companies on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_, was satisfied in full on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_, the debts for which the charge was given, having been paid or satisfied.

In witness thereof the common seal of the Company was hereunto affixed the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_

Signature or signatures of one or more persons authorised under Section 592(1)(d) of the Companies Act, 1956, or of some other person in India, duly authorised by the Company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_

(a) "Charge" includes a mortgage—see Section 124.

(b) Name of Company.

(c) Country of origin.

(d) A description of the instrument(s) creating or evidencing the charge, e.g., "Mortgage", "Charge", "Debenture", etc. with the date thereof should be given. If the registered charge was a "Series of Debentures or Debenture Stock", the words "authorised by resolution", together with the date of the resolution should be added.

## ANNEXURE B

(See rule 7)

Form in which Sections 171—186 of the Act are to apply with respect to meetings of any class of members of the company

**171. Length of notice for calling meeting.**—(1) A meeting of any class of members of company may be called by giving not less than twenty-one days' notice in writing.

(2) A meeting may be called after giving shorter notice than that specified in sub-section (1), if consent is accorded thereto by members belonging to the class, and holding not less than 95 per cent. of the total voting power exercisable at the meeting of the class.

**172. Contents and manner of service of notice and persons on whom it is to be served.**—(1) Every notice of a meeting shall specify the place and the day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.

(2) Notice of every meeting shall be given—

(i) to every member belonging to the class, in any manner authorised by sub-sections (1) to (4) of section 53;

(ii) to the persons entitled to a share in consequence of the death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iii) to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the class.

(3) The accidental omission to give notice to, or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

**173. Explanatory statement to be annexed to notice.**—(1) There shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature and extent of the interest, if any, therein, of every director, the managing agent, if any, the secretaries and treasurers, if any, and the manager, if any.

(2) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

**174. Quorum for meeting.**—(1) Unless the articles of the company provide otherwise, five members belonging to the class present in person or by proxy in the case of a public company, and two members belonging to the class and present in person or by proxy in the case of a private company, shall be the quorum for a meeting of the class and the provisions of sub-sections (2), (3) and (4) shall apply with respect thereto.

(2) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of members, of the class shall stand dissolved.

(3) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of directors may determine.

If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall

**of meeting.**—(1) Unless the articles of the company otherwise provide, the class personally present at the meeting shall elect one of its members to be the chairman thereof on a show of hands.

(2) If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of this Act, the chairman elected on a show of hands exercising all the powers of the Chairman under the said provisions.

(3) If some other person is elected chairman as a result of the poll, he shall be chairman for the rest of the meeting.

**176. Proxies.**—(1) Any member of the class entitled to attend and vote at the meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; and a proxy so appointed, shall not have any right to speak at the meeting:

Provided that, unless the articles otherwise provide—

- (a) this sub-section shall not apply in the case of a company not having a share capital;
- (b) a member, in the case of a private company shall not be entitled to appoint more than one proxy to attend on the same occasion; and
- (c) a proxy shall not be entitled to vote except on a pool.

(2) In every notice calling a meeting of any class of members of a company, the articles of which provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member of the company.

If default is made in complying with this sub-section as respects any meeting, every officer of the company who is in default shall be punishable with fine which may extend to five hundred rupees.

(3) Any provision contained in the articles of a public company or of a private company which is a subsidiary of a public company shall be void, in so far as it would have the effect of requiring the instrument appointing a proxy, or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy, to be received by the company or any other person more than forty-eight hours before the meeting of the class, in order that the appointment may be effective thereat.

(4) If for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the company's expense to any member of the class entitled to have a notice of the meeting sent to him and to vote thereat by proxy, every officer of the company who knowingly issues the invitations as aforesaid or wilfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees:

Provided that an officer shall not be punishable under this sub-section by reason only of the issue to a member of the class at his request in writing of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.

(5) The instrument appointing a proxy shall—

- (a) be in writing; and
- (b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

(6) An instrument appointing a proxy, if in any of the forms set out below, shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles.

(7) Every member entitled to vote at a meeting or on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.

**177. Voting to be by show of hands in the first instance.**— resolution put to the vote of the meeting shall, unless a poll section 179, be decided on a show of hands.



**178. Chairman's declaration of result of voting on show of hands to be conclusive.**—A declaration by the chairman in pursuance of section 177 that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

**179. Demand for poll.**—(1) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by the persons or person specified below, that is to say,—

- (a) in the case of a meeting of any class of members of a public company, by at least five members of the class having the right to vote on the resolution and present in person or by proxy,
- (b) in the case of a private company, by one member of the class having the right to vote on the resolution and present in person or by proxy if not more than seven such members are personally present, and by two such members present in person or by proxy if more than seven such members are personally present,
- (c) by any member or members of the class present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution, or
- (d) by any member or members of the class present in person or by proxy and holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid up on all the shares conferring that right.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

**180. Time of taking poll.**—(1) A poll demanded on a question of adjournment shall be taken forthwith.

(2) A poll demanded on any other question (not being a question relating to the election of a chairman which is provided for in section 175) shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman may direct.

**181. Restrictions on the exercise of voting right of members who have not paid calls, etc.**—Notwithstanding anything contained in this Act, the articles of a company may provide that no member of the class shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

**182. Restrictions on the exercise of voting right in other cases to be void.**—A public company, or a private company which is a subsidiary of a public company, shall not prohibit any member of the class from exercising his voting right, on the ground that he has not held his share or other interest in the company for any specified period preceding the date on which the vote is taken or on any other ground not being a ground set out in section 180.

**183. Right of member to use his votes differently.**—On a poll taken at a meeting of a class of members of the company, a member of the class entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

**184. Scrutineers at poll.**—(1) Where a poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.

(2) The chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.

(3) Of the two scrutineers appointed under this section, one shall always be a member of the class (not being an officer or employee of the company) present at the meeting, provided such a member is available and willing to be appointed.

**185. Manner of taking poll and result thereof.**—(1) Subject to the provisions of this Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.

(2) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

**186. Power of Court to order meeting to be called.**—(1) If for any reason it is impracticable to call a meeting of a class of members of a company in any manner in which such meeting may be called, or to hold or conduct the meeting in the manner prescribed by this Act or the articles, the Court may, either of its own motion or on the application of any director of the company or of any member of the class who would be entitled to vote at the meeting,

(a) order such a meeting to be called, held and conducted in such manner as the Court thinks fit; and

(b) give such ancillary or consequential directions as the Court thinks expedient, including directions modifying or supplementing relation to the calling, holding and conducting of the meeting, the operation of the provisions of the Act and of the company's articles.

*Explanation.*—The directions that may be given under this sub-section may include a direction that one member of the class present in person or by proxy shall be deemed to constitute a meeting.

(2) Any meeting called, held and conducted in accordance with any such order shall, for all purposes, be deemed to be a meeting of the class of members of the company duly called, held and conducted.

#### FORM OF PROXY

[See section 176(6)]

##### I

Name of Company,

I/We of in the district of being  
a member/members of the above-named Company hereby appoint  
of in the district of or failing him,  
of in the district of as my/our proxy to vote  
for me/us on my/our behalf at the meeting of the class of members of the  
company to which I/we belong to be held on the day of 19 ,  
and at any adjournment thereof.

Signed this day of 19. ."

##### †II

"

Name of Company,

I/We of in the district of being-  
a member/members of the above-named Company hereby appoint  
of in the district of or failing him,  
of in the district of as my/our proxy to vote  
for me/us on my/our behalf at the meeting of the class of members of the  
company to which I/we belong to be held on the day of 19 ,  
and at any adjournment thereof.

Signed this day of 19. ."

†This form is to be used \*in favour? against of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

## ANNEXURE C

(See rule 7)

Form in which sections 171—186 of the Act are to apply with respect to meetings of the debenture holders of a company

**171. Length of notice for calling meeting.**—(1) A meeting of the debenture holders of a company may be called by giving not less than twenty-one days' notice in writing.

(2) A meeting may be called after giving shorter notice than that specified in sub-section (1), if consent is accorded thereto by debenture holders holding not less than 95 per cent. in value of the debentures issued by the company.

**172. Contents and manner of service of notice and persons on whom it is to be served.**—(1) Every notice of a meeting of the debenture holders of a company shall specify the place and the day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.

(2) Notice of every meeting shall be given—

(i) to every debenture holder in any manner authorised by sub-sections (1) to (4) of section 53 in the case of any member or members of the company;

(ii) to the persons entitled to a debenture in consequence of the death or insolvency of a debenture holder, by sending it through the post in a pre-paid letter addressed to them by name, or by the title or representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iii) to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the company.

(3) The accidental omission to give notice to, or the non-receipt of notice by, any debenture holder or other person to whom it should be given, shall not invalidate the proceedings at the meeting.

**173. Explanatory statement to be annexed to notice.**—(1) There shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business, including in particular the nature and extent of the interest, if any, therein, of every director, the managing agent, if any, the secretaries and treasurers, if any, and the manager, if any.

(2) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

**174. Quorum for meeting.**—(1) Unless the articles of the company provide otherwise, five debenture holders personally present shall be the quorum for a meeting of the debenture holders of the company; and the provisions of sub-sections (2), (3) and (4) shall apply with respect thereto.

(2) If within half an hour from the time appointed for holding a meeting of the debenture holders, a quorum is not present, the meeting, if called upon the requisition of debenture holders, shall stand dissolved.

(3) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, or to such other day and at such other time and place as the Board of directors may determine.

(4) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the debenture holders present shall be a quorum.

**175. Chairman of meeting.**—(1) Unless the articles of the company otherwise provide, the debenture holders personally present at the meeting shall elect one of themselves to be the chairman thereof on a show of hands.

(2) If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of this Act, the chairman elected on a show of hands exercising all the powers of the chairman under the said provisions.

(3) If some other person is elected chairman as a result of the poll, he shall be the chairman for the rest of the meeting.

**176. Proxies.**—(1) Any debenture holder of a company entitled to attend and vote at a meeting of the debenture holders of the company shall be entitled to appoint another person (whether a debenture holder or not) as his proxy to attend and vote instead of himself:

Provided that, unless the articles otherwise provide, a proxy shall not be entitled to vote except on a poll.

(2) In every notice calling a meeting of the debenture holders of a company the articles of which provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a debenture holder entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a debenture holder.

If default is made in complying with this sub-section as respects any meeting, every officer of the company who is in default shall be punishable with fine which may extend to five hundred rupees.

(3) Any provision contained in the articles of a public company or of a private company which is a subsidiary of a public company shall be void, in so far as it would have the effect of requiring the instrument appointing a proxy, or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy, to be received by the company or any other person more than forty-eight hours before the meeting in order that the appointment may be effective thereat.

(4) If, for the purpose of any meeting of the debenture holders of a company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations, are issued at the company's expense to any debenture holder entitled to have a notice of the meeting sent to him and to vote thereat by proxy, every officer of the company who knowingly issues the invitations as aforesaid or wilfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees:

Provided that an officer shall not be punishable under this sub-section by reason only of the issue to a debenture holder at his request in writing of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every debenture holder entitled to vote at the meeting by proxy.

(5) The instrument appointing a proxy shall—

(a) be in writing; and

(b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

(6) An instrument appointing a proxy, if in any of the forms set out below, shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles.

(7) Every debenture holder entitled to vote at a meeting of the debenture holders of the company or on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

**177. Voting to be by show of hands in the first instance.**—At any meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 179, be decided on a show of hands.

**178. Chairman's declaration of result of voting on show of hands to be conclusive.**—A declaration by the chairman in pursuance of section 177 that, on a show of hands, a resolution has or has not been carried, or has or has not been carried either unanimously or by a particular majority, and an entry to that

effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

**179. Demand for poll.**—(1) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by at least five debenture holders having the right to vote on the resolution and present in person or by proxy.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

**180. Time of taking poll.**—(1) A poll demanded on a question of adjournment shall be taken forthwith.

(2) A poll demanded on any other question (not being a question relating to the election of a chairman which is provided for in section 175) shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman may direct.

**181.** Provisions of this section shall not apply to meetings of debenture holders of the company.

**182. Restrictions on the exercise of voting right to be void.**—A public company, or a private company which is a subsidiary of a public company, shall not prohibit any debenture holder from exercising his voting right on the ground that he has not held his interest in the company for any specified period preceding the date on which the vote is taken or on any other ground.

**183. Right of debenture holder to use his vote differently.**—On a poll taken at a meeting, a debenture holder entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

**184. Scrutineers at poll.**—(1) Where a poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.

(2) The chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.

(3) Of the two scrutineers appointed under this section, one shall always be a debenture holder (not being an officer or employee of the company) present at the meeting, provided such a debenture holder is available and willing to be appointed.

**185. Manner of taking poll and result thereof.**—(1) Subject to the provisions of this Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.

(2) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

**186. Power of Court to order meeting to be called.**—(1) If for any reason it is impracticable to call a meeting in any manner in which meetings of debenture holders of the company may be called, or to hold or conduct the meeting in the manner prescribed by this Act or the articles, the Court may, either of its own motion or on the application of any director of the company or of any debenture holder of the company who would be entitled to vote at the meeting,—

(a) order a meeting of the debenture holders of the company to be called, held and conducted in such manner as the Court thinks fit; and

(b) give such ancillary or consequential directions as the Court thinks expedient, including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operation of the provisions of this Act and of the company's articles.

**Explanation.**—The directions that may be given under this sub-section may include a direction that one debenture holder of the company present in person or by proxy shall be deemed to constitute a meeting.

(2) Any meeting called, held and conducted in accordance with any such order shall, for all purposes, be deemed to be a meeting of debenture holders of the company duly called, held and conducted.

## FORM OF PROXY

[See Section 176(6) above]

## I

“

Name of Company,

I/We of in the district of being  
 a debenture holder/debenture holders of the above-named Company hereby  
 appoint of in the district of or  
 failing him, of in the district of  
 of as my/our proxy to vote for me/us on my/our behalf  
 at the meeting of the debenture holders of the company to be held on the  
 day of 19 , and at any adjournment thereof.

Signed this day of 19 .”

## †II

“

Name of Company,

I/We of in the district of being  
 a debenture holder/debenture holders of the above-named Company hereby  
 appoint of in the district of or  
 failing him, of in the district of  
 of as my/our proxy to vote for me/us on my/our behalf  
 at the meeting of the debenture holders of the company to be held on the  
 day of 19 , and at any adjournment thereof.

Signed this day of 19 .”

†This form is to be used \*in favour/\*against of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

## ANNEXURE D

(See rule 7)

Form in which Sections 171-186 of the Act are to apply with respect to meetings of any class of debenture holders of the company.

**171. Length of notice for calling meeting.**—(1) A meeting of any class of debenture holders of a company may be called by giving not less than twenty-one days' notice in writing.

(2) A meeting may be called after giving shorter notice than that specified in sub-section (1), if consent is accorded thereto by debenture holders holding not less than 95 per cent. of the debentures of that class issued by the company.

**172. Contents and manner of service of notice and persons on whom it is to be served.**—(1) Every notice of a meeting shall specify the place and the day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.

(2) Notice of every meeting shall be given—

(i) to every debenture holders of that class in any manner authorised by sub-sections (1) to (4) of section 53 in the case of any member or members of the company;

(ii) to the persons entitled to a debenture of that class in consequence of the death or insolvency of a debenture holder, by sending it through the post in a prepaid letter addressed to them by name, or by the title or representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iii) to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the company.

(3) The accidental omission to give notice to, or the nonreceipt of notice by, any debenture holder or other person to whom it should be given shall not invalidate the proceedings at the meeting.

**173. Explanatory statement to be annexed to notice.**—(1) There shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature and extent of the interest, if any, therein, of every director, the managing agent, if any, the secretaries and treasurers, if any, and the manager, if any.

(2) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

**174. Quorum for meeting.**—(1) Unless the articles of the company provide otherwise, five debenture holders of that class personally present shall be the quorum for the meeting of that class of debenture holders and the provisions of sub-sections (2), (3) and (4) shall apply with respect thereto.

(2) If within half an hour from the time appointed for holding a meeting of the class of debenture holders, a quorum is not present, the meeting, if called upon the requisition of debenture holders of that class shall stand dissolved.

(3) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine.

(4) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the debenture holders of that class present shall be a quorum.

**175. Chairman of meeting.**—(1) Unless the articles of the company otherwise provide, the debenture holders of that class personally present at the meeting shall elect one of themselves to be the chairman thereof on a show of hands.

(2) If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of this Act, the chairman elected on a show of hands exercising all the powers of the chairman under the said provisions.

(3) If some other person is elected chairman as a result of the poll, he shall be chairman for the rest of the meeting.

**176. Proxies.**—(1) Any debenture holder entitled to attend and vote at the meeting shall be entitled to appoint another person (whether a debenture holder of that class or not) as his proxy to attend and vote instead of himself;

Provided that, unless the articles otherwise provide a proxy shall not be entitled to vote except on a poll.

(2) In every notice calling the meeting, if the articles of the company provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a debenture holder entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a debenture holder of that class.

If default is made in complying with this sub-section as respects any meeting, every officer of the company who is in default shall be punishable with fine which may extend to five hundred rupees.

(3) Any provision contained in the articles of a public company or of a private company which is a subsidiary of a public company shall be void, in so far as it would have the effect of requiring the instrument appointing a proxy, or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy, to be received by the company or any other person more than forty-eight hours before the meeting in order that the appointment may be effective thereat.

(4) If for the purpose of the meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the company's expense to any debenture holder entitled to have a notice of the meeting sent to him and to vote thereat by proxy, every officer of the company who knowingly issues the invitations as aforesaid or wilfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees:

Provided that an officer shall not be punishable under this sub-section by reason only of the issue to a debenture holder at his request in writing of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every debenture holder entitled to vote at the meeting by proxy.

(5) The instrument appointing a proxy shall—

(a) be in writing; and

(b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

(6) An instrument appointing a proxy, if in any of the forms set out below shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles.

(7) Every debenture holder entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

**177. Voting to be by show of hands in the first instance.**—At any meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 179, be decided on a show of hands.

**178. Chairman's declaration of result of voting on show of hands to be conclusive.**—A declaration by the chairman in pursuance of section 177 that on a show of hands, a resolution has or has not been carried, or has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

**179. Demand for poll.**—(1) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by at least five debenture holders having the right to vote on the resolution and present in person or by proxy.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

**180. Time of taking poll.**—(1) A poll demanded on a question of adjournment shall be taken forthwith.

(2) A poll demanded on any other question (not being a question relating to the election of a chairman which is provided for in section 175, shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman may direct.

**181.** The provisions of this action shall not apply to meetings of any class of debenture holders of a company.

**182. Restrictions on the exercise of voting right to be void.**—A public company, or a private company which is a subsidiary of a public company, shall not prohibit any debenture holder of that class from exercising his voting right on the ground that he has not held his interest in the company for any specified period preceding the date on which the vote is taken or on any other ground.

**183. Right of debenture holder of that class to use his vote differently.**—On a poll taken at a meeting, a debenture holder entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

**184. Scrutineers at poll.**—(1) Where a poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.



(2) If the chairman shall have power, at any time before the result of the meeting is declared, to remove a scrutineer from office and to fill vacancies in the office of a scrutineer arising from such removal or from any other cause.

(3) Of the two scrutineers appointed under this section, one shall always be a debenture holder of that class (not being an officer or employ of the company) and the other shall be a holder of that class (not being an officer or employ of the company) and willing to be appointed.

185. **Manner of taking poll and result thereof.**—(1) Subject to the provisions of this Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.

(2) The result of the poll shall be deemed to be the decision of the meeting which the poll was taken.

186. **Power of Court.**—(1) If for any reason it is impracticable to call a meeting in any manner in which it may be called, or to hold or conduct the meeting in the manner prescribed by this Act or the articles, the Court may, either of its own motion or on the application of any director of the company or of a debenture holder of the company who would be entitled to vote at the meeting, order a meeting to be called, held and conducted in such manner as the Court thinks fit.

(a) Order a meeting to be called, held and conducted in such manner as the Court thinks fit.

(b) give such ancillary or consequential directions as the Court thinks expedient, including directions modifying or supplementing, in relation to the calling, holding and conducting of the meeting, the operation of the provisions of this Act and of the company's articles.

**Explanation.**—The directions that may be given under this sub-section may include a direction that one debenture holder of that class, ~~present in person~~ by proxy shall be deemed to constitute a meeting.

(2) Any meeting called, held and conducted in accordance with any such order shall, for all purposes, be deemed to be a meeting of debenture holders of that class duly called, held and conducted.

#### FORM OF PROXY

[See Section 176(6) above]

".....Name of Company  
I/We..... of .....in the district of .....  
being a debenture holder/debenture holders of the above-named company  
hereby appoint ..... of ..... in the district of .....  
or failing him, ..... of ..... in the district of .....  
as my/our proxy to vote for me/us on my/our behalf at the meeting of the class of debenture holders of the company to which I/we belong to be held on the ..... day of ..... and at any adjournment thereof.

Signed this ..... day of ....."

†II

"..... Name of Company.....  
I/We..... of .....in the district of .....  
being a debenture holder/debenture holders of the above-named Company, hereby appoint ..... of .....  
in the district of ..... or failing him, ..... in the district of .....  
as my/our proxy to vote for me/us on my/our behalf at the .....  
meeting of the class of debenture holders of the company to which I/we belong to be held on the ..... day of ..... 19.....

Signed this.....day of.....19 .."

†This form is to be used <sup>\*in favour of</sup> the resolution. Unless otherwise <sup>\*against</sup> instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

## THE COMPANIES REGULATIONS, 1956

**S.R.O. 432B.**—In exercise of the powers conferred by section 25, sub-sections (1), (2), (3), (5) and (8), and section 609, sub-section (2), of the Companies Act, 1956 (I of 1956), the Central Government hereby makes the following regulations, namely:—

## PART A.—PRELIMINARY

1. **Short title, commencement and interpretation.**—(i) These regulations may be called the Companies Regulations, 1956.
- (ii) They shall come into force on such date as the Central Government may, by notification in the official Gazette, appoint.
- (iii) The General Clauses Act, 1897 (X of 1897), apply to the interpretation of these regulations as it applies to the interpretation of a Central Act.
2. **Definitions.**—In these regulations:—
  - (a) "Act" means the Companies Act, 1956 (I of 1956).
  - (b) "Annexure" means an Annexure to these Regulations.
  - (c) "Section" means a section of the Companies Act, 1956.

## PART B.—LICENCES SECTION 25 TO NEW ASSOCIATIONS

3. Any association (hereinafter referred to either as "the association" or as "the proposed company") which is desirous of being incorporated as a company with limited liability, without the addition to its name of the word "Limited" or the words "Private Limited", shall make an application in writing to the Secretary to the Government of India in the Ministry of Finance, Department of Company Law Administration for a licence under section 25.

4. The application shall be accompanied by the following documents, namely:—

- (i) Three printed or typewritten copies of the Memorandum and Articles of Association of the proposed company;
- (ii) Three copies of a list of the names, descriptions, addresses, and occupations of the promoters (and where a firm is a promoter, of each partner in the firm), as well as of the members of the proposed Board of Directors;
- (iii) If the association is one which is already in existence, three copies of the following documents submitted by the management thereof to its members, for each of the two complete financial years immediately preceding the date of the application, or where the association has functioned only for one such financial year, for such year:—
  - (a) the accounts;
  - (b) the balance sheets; and
  - (c) the reports on the working of the association.
- (iv) A statement showing in detail the assets (with the estimated values thereof), and the liabilities of the association, as on the date of the application or within seven days of that date.
- (v) An estimate of the future annual income and expenditure of the proposed company, specifying the sources of the income and the objects of the expenditure.
- (vi) A statement giving a brief description of the work, if any already done by the association and of the work proposed to be done by it after registration in pursuance of section 25.
- (vii) A statement specifying briefly the grounds on which the application is made.

5. If any document specified in regulation 4 is not in English, a translation of that document into English, certified to be correct by any promoter or proposed director, or in the case of an association which is already in existence, by any member of its executive or governing body, shall be furnished to the Registrar together with the document.

6. The Memorandum of Association of the proposed company shall be in the form specified in Annexure I, or in a form as near thereto as circumstances admit.

## PART C.—LICENCES UNDER SECTION 25 TO COMPANIES ALREADY REGISTERED

7. Any company registered under the Act as a limited company, which is desirous of being incorporated without the addition to its name of the word "Limited" or the words "Private Limited", shall make an application in writing to the Secretary to the Government of India in the Ministry of Finance, Department of Company Law Administration, for a licence under section 25.

8. The application shall be accompanied by the following documents, namely:—

- (i) Three printed or type-written copies of the Memorandum and Articles of Association of the company;
- (ii) Three copies of a list of the names, addresses, descriptions and occupations of its directors, and of its managing agent, secretaries and treasurers, manager or secretary, if any;
- (iii) Three copies of the following documents submitted to the company in general meeting for each of the two financial years immediately preceding the date of the application, or when the company has functioned only for such financial year, for such year:—
  - (i) the profit and loss account;
  - (ii) the balance sheet;
  - (iii) the annual report of the Board of Directors; and
  - (iv) the audit report;
- (iv) A statement showing in detail the assets (with the estimated values thereof), and the liabilities of the company, as on the date of the application or within seven days of that date;
- (v) An estimate of the future annual income and expenditure of the company, specifying the sources of the income and the objects of the expenditure;
- (vi) A statement giving a brief description of the work, if any, already done by the company, and of the work proposed to be done by it after registration in pursuance of section 25; and
- (vii) A statement specifying briefly the grounds on which the application is made.

9. If any document specified in regulation 8 is not in English, a translation of that document into English certified to be correct by any director of the company or by its managing agent, secretaries and treasurers or manager, if any, shall be furnished to the Registrar together with the documents.

## PART D.—GENERAL

10. Simultaneously with the application made under Part B or C, as the case may be, the applicants shall furnish to the Registrar of Companies of the State in which the registered office of the proposed company or company is to be or is situate, a copy of the application, and of each of the documents and translations referred to in regulations 4 and 5, or in regulations 3 and 9, as the case may be.

11. If the Central Government is satisfied on a perusal of the application and the documents accompanying it and after such inquiry, if any, as it may consider necessary, that the requirements of the Act and regulations applicable to the case have been fulfilled and that there is no *prima facie* objection to the grant of a licence under section 25, the Central Government may, in its discretion, require the applicants for the licence to publish, at their expense, a notice which—

- (a) shall be in the form set out in Annexure II or in a form as near thereto as circumstances admit; and
- (b) shall be published at least once in a newspaper in a principal language of the district in which the registered office of the company proposed is to be situate or is situate and circulating in that district, and at least once in an English newspaper circulating in that district.

12. The Central Government shall, after considering such objections, if any, as may have been received by it within the time fixed in the notice aforesaid in that behalf, determine whether the licence should or should not be granted.

13. The licence shall be in the form specified in Annexure III or IV, as the case may be, or in a form as near thereto as circumstances admit.

14. The Central Government may direct the company to insert in its memorandum, or in its articles, or partly in the one and partly in the other, such conditions of the licence as may be specified by the Central Government in this behalf.

#### PART E.—REGULATIONS UNDER SECTION 609

15. The office of the Registrar shall observe such normal working hours as may be approved by the Central Government and shall be open for the transaction of business with the public on all days (except Sundays and other public holidays declared as such by the Registrar), between the hours specified below—

(i) On days other than Saturdays—10-30 A.M. and 3-30 P.M.

(ii) On Saturdays—10 30 A.M. and 1-30 P.M.

16. (1) The certificate of incorporation granted to a company in pursuance of section 34 shall be in Form I.

(2) The Registrar shall cause a copy of such certificate to be entered on the memorandum of association of the company, and where the copy cannot be conveniently so entered, he shall cause a copy to be attached to the memorandum of association, a note regarding such attachment being made on the memorandum of association and signed by the Registrar.

17. (1) The Registrar shall examine, or cause to be examined, every document received in his office which is required or authorised by or under the Act to be registered, recorded or filed by or with the Registrar.

(2) If any such document is found to be defective or incomplete in any respect, the Registrar shall direct the company to rectify the defect or complete the document and no such document shall be registered, recorded or filed until the defect has been so rectified or the document has been completed, as the case may be.

18. (1) No document required or authorised by or under the Act to be registered, recorded or filed by or with the Registrar shall be so registered, recorded or filed until the fee, if any, payable in respect thereof, is paid.

(2) Until the fee aforesaid is paid, the document shall not be regarded as having been sent to or received by the Registrar for any purpose specified in or under the Act.

19. (1) The following particulars shall be endorsed on every document registered, recorded or filed by the Registrar:—

(i) the No. assigned to the company in the Register of Companies maintained by the Registrar in pursuance of regulation 21(1);

(ii) the name of the company;

(iii) the nature of the document;

(iv) its serial number; and

(v) the date on which it is registered, recorded or filed.

(2) Every endorsement referred to in sub-rule (1) shall be signed by the Registrar and shall bear his official seal.

(3) If the endorsement aforesaid cannot be conveniently entered on the document itself, it shall be made on a separate sheet which shall be attached to the document, a note regarding such attachment being made on the document and signed by the Registrar.

20. When a document is received by the Registrar for being registered, recorded or filed, the Registrar shall acknowledge receipt of the same to the company in Form II.

21. (1) In the office of each Registrar, there shall be maintained a "Register of Companies" in Form III in which the names of the companies shall be entered in the order in which they are registered.

(2) Every company so registered shall be assigned a number in one consecutive series.

(3) In the pages allotted to each company in the Register, a note shall be made of every document or fact relating to the company which is registered, recorded or filed by or with the Registrar; and the Registrar shall affix his signature to each such note.

(4) The Registrar shall also cause an alphabetical index to be maintained of the companies in the Register.

22. (1) In the office of the \*Registrar having jurisdiction over New Delhi, there shall be maintained a "Register of Foreign Companies" in Form III, in which the names of the foreign companies shall be entered in the order in which the documents referred to in section 592 which relate to those companies are delivered to the Registrar.

(2) Sub-rule (2), (3) and (4) of Regulation 21 shall apply in respect of the Register of Foreign Companies as they apply in respect of the Register of Companies.

23 (1) Documents delivered in pursuance of Sub section (2) of section 597 to the Registrar of any State (other than the Registrar having jurisdiction over New Delhi) in which the principal places of business of foreign companies are situated, shall be kept in the manner specified in sub-rules (2) and (3).

(2) Documents relating to any one company shall be kept together and separately from those relating to the others.

(3) Documents relating to each company shall be kept in chronological order, that is to say, in the order of the dates on which they are received by the Registrar.

24. Every certificate or copy granted under the provisions of the Act shall be signed and dated by the Registrar, and shall bear his official seal.

25. (1) Any person who wishes to inspect a document registered, recorded or filed by or with the Registrar in pursuance of the Act, shall apply to him for the purpose and the application shall be accompanied by the fee specified in that behalf in section 610, sub-section (1), clause (a).

(2) The applicant shall be allowed to inspect the document, only in the presence of the Registrar or of a person authorised by him in this behalf, and only during office hours.

(3) The applicant shall not be permitted to make a *verbatim* copy of the document inspected. He may however, take any notes in respect of the contents of the document inspected.

26. The documents of each company shall be kept together, distinct and separate from those of other companies.

27. (1) The following documents shall be preserved permanently by the Registrar:—

- (i) The Register of Companies;
- (ii) The Index to the Register of Companies;
- (iii) The Register of Mortgages & Charges; and
- (iv) The Chronological Index of Mortgages and Charges.

(2) All other record, shall be preserved for such time, by such authority, and in such manner as the Central Government may, from time to time, by notification in the Official Gazette, direct.

28. Each Registrar shall—

(a) cause to be maintained in his office a "Register of Records Destroyed" in which shall be entered, in respect of each record destroyed in pursuance of the rules made from time to time under the Destruction of Records Act (Central Act V of 1917), a brief account of the nature and contents, and the date, if any, of the record; and

(b) cause to be published from time to time in a list of the records destroyed as aforesaid, giving such particulars, in respect of each record or set of records, as may be necessary to enable the same to be identified by the persons concerned therewith.

\*The Registrar at Delhi has jurisdiction over New Delhi.

## ANNEXURE I

(See Regulation 6)

*Memorandum of Association*

1. The name of the company is "....."
2. The registered office of the Company will be situated in the state of .....
3. The objects for which the company is established are:—

.....  
 .....  
 the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by, its members or others, any regulation or restriction which, if an object of the company, would make it a Trade Union.

4. The objects of the company extend to the..... (here enter the name of the State or States, and country or countries).

5. (1) The income and property of the company, whencesover derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.

(2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them;

Provided that—

- (a) no remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the Company;
- (b) no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by clause (a);
- (c) nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company.

6. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government.

7. The liability of the members is limited.

8. (For companies limited by guarantee):—

Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs.....

(For companies limited by shares):—

The share capital of the company will consist of Rs.....  
 ..... divided into .....  
 shares of ..... rupees each.

9. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the Balance Sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

10. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.

11. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:—

Names, addresses, descriptions and occupations of subscribers.

1. ....	of .....	@
2. ....	of .....	@
3. ....	of .....	@
4. ....	of .....	@
5. ....	of .....	@
6. ....	of .....	@
7. ....	of .....	@

Dated the ..... day of .....

Witness to the above signatures.

of .....

@ If the association is a company limited by shares, here enter "number of shares" taken by each subscriber.

## ANNEXURE II

[See Regulation 11(a)/

## NOTICE

Notice is hereby given that in pursuance of Section 25 of the Companies Act, 1956, an application has been made to the Government of India for a licence directing that \*a body about to be formed under the name of The Here the (Here enter the name of the company) being a company enter the name of the body) may be registered as a company registered under the Companies Act, 1956 may change with limited liability without the addition of the word its name by omitting

"Limited" or the words "Private Limited to its name from

2. The principal objects of the company are, as follows:—

3. Notice is hereby given that any person, firm company, or corporation, objecting to this application may communicate such objection to the Central Government within thirty days from the date of publication of this notice, by a letter addressed to the Secretary to the Government of India in the Ministry of Finance, Department of Company Law Administration, New Delhi.

Dated this .....

day of .....

195 .

Names of Applicants.

\*Strike out whichever is not required.

## ANNEXURE III

(See Regulation 13)

*Licence under section 25 of the Companies Act, 1956*

Whereas it has been proved to the satisfaction of the Central Government that the....., an association is to be registered as a company under the Companies Act, 1956, for promoting objects of the nature specified in section 25, sub-section (1), clause (a), of the said Act, and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.

Now, therefore, in exercise of the powers conferred by section 25 aforesaid, the Central Government hereby grants this licence, directing that the said association be registered as a company with limited liability without the addition of the word "Limited" or the words "Private Limited" to its name, subject to the following conditions namely:—

(1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;

(2) that the income and property of the said company, whencesoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

Provided that—

(a) no remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the company;

(b) no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not expected by clause (a); and

(c) nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company.

(3) that no alteration shall be made to the Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government;

(4) that this licence and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956.

Dated this

day of

By order and in the name of the President of India.

Secretary to the Government of India,

Ministry of Finance,

Department of Company Law Administration.

## ANNEXURE IV

(See Regulation 13)

WHEREAS it has been proved to the satisfaction of the Central Government that the objects of ..... company Limited/Private Limited, being a company registered under the Companies Act, 1956, as a limited company are restricted to those specified in section 25, sub-section (1), clause (a) of the said Act and that it intends to apply its profit, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.



Now, therefore, in exercise of the powers conferred by sub-section (3) of section 25 aforesaid, the Central Government hereby grants this licence authorising the company by a special resolution to change its name by omitting the word "Limited" or the words "Private Limited" from such name subject to the following conditions, namely:—

(1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Association;

(2) that the income and property of the said company, whencesoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

Provided that—

(a) no remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises lent to the company;

(b) no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not accepted by clause (a); and

(c) nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company.

3. that no alteration shall be made to the Memorandum of Association or in the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government;

4. that this licence and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956.

Dated this

day of

By order and in the name of the President of India.

Secretary to the Government of India,

Ministry of Finance,

Department of Company Law Administration.

#### FORM I

[(See Regulation 16(1)]

#### Certificate of Incorporation

N.

of 19

I hereby certify that is this day incorporated under the Companies Act, 1956 (\*and that the company is limited).

Given under my hand at this day of One thousand nine hundred and

SEAL

Registrar of Companies  
State

\*To be omitted in respect of unlimited companies.

## FORM II

(See Regulation 20)

No.

Memorandum acknowledging receipt of documents

Office of the Registrar of Joint Stock Companies.

The Registrar of Companies, acknowledges the receipt of the undermentioned document.

(Here enter brief description of document.)

Station:

Dated

Registrar of Companies  
State.

## FORM III

[See Regulation 21(1)]

Register of Companies

Name of Company.

## Documents filed

No.	Standing details	Date of registration or filing or recording or entry of minute	Serial number	Name of document or entry of minute	Whether registered, filed or recorded	Signature of Registrar.
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- 1 Date of Registration . . . . .
- 2 Registered Office . . . . .
- 3 Classification and object . . . . .
- 4 Public or Private . . . . .
- 5 If registered under Section 25, reference to the Government Order granting the licence . . . . .
- 6 Whether limited or unlimited, and if limited, whether by shares or by guarantee . . . . .
- 7 If the company has a share capital—
  - (i) registered capital ;
  - (ii) division into shares; and
  - (iii) amount guaranteed.
- 8 If the company has no share capital—
  - (i) amount guaranteed ; and
  - (ii) number of members.
- 9 Reference to article giving power
  - (i) to increase capital or members ; and
  - (ii) to reduce capital.
- 10 Date of general meeting quoting article. . . . .
- 11 Reference to article permitting issue of share-warrants . . . . .
- 12 Number of directors fixed, quoting article. . . . .

~~CERTIFICATE~~  
RESTRICTED ~~STATE~~ AUDITORS' (PART B STATES) RULES, 1956

**S.R.O. 4320.**—In exercise of the powers conferred by section 226, sub-section (2), clause (a), of the Companies Act, 1956 (I of 1956), the Central Government hereby makes the following rules, namely:—

1. (1) These rules may be called the Restricted Auditors' Certificates (Part B States) Rules, 1956.

(2) They extend to all Part B States ~~other~~ than the State of Jammu and Kashmir.

(3) They shall come into force on such date as the Central Government may, by notification in the official Gazette, appoint.

2. In these rules, unless the context otherwise requires,

(a) "Certificate" means a certificate granted under the Old Rules and in force for the time being;

(b) "Council" means the Council of the Institute;

(c) "Form" means a form appended to these rules,

(d) "holder" means the holder of a Certificate.

(e) "Institute" means the Institute of Chartered Accountants of India;

(f) "Old Rules" means the Restricted Auditors' Certificates (Part B States) Rules, 1951, as in force on the 31st day of March, 1956.

(g) "Register" means the Register maintained in pursuance of rule 4;

(h) "Secretary" means the Secretary to the Council;

3. Every person holding a certificate shall, subject to the provisions contained in these Rules, continue to be entitled to act as an auditor of companies in the Part B State specified in such certificate, until the 30th June 1956, or if the certificate has been renewed in pursuance of these rules, until the 30th June of the relevant year.

4. (1) The Council shall maintain a Register called the "Restricted Auditors' Certificate (Part B States) Register" in which shall be entered the names of all persons entitled for the time being to act as auditors of companies in Part B States, by virtue of rule 3.

(2) Such Register shall be maintained in Form A.

5. (1) In the month of April in every year (including 1956), every holder of a certificate who intends to continue to act as an auditor shall apply to the Secretary in Form B for a renewal of his certificate.

(2) On receipt of the application the Secretary shall renew the certificate in Form C.

(3) Any holder who fails so to apply shall cease to be entitled to act as an auditor of any company in the Part B State with effect from the day succeeding the date on which the certificate will expire, and his name shall be removed from the Register.

(4) Every removal of a name in pursuance of sub-rule (3) shall be notified in the *Gazette of India*.

6. Where the holder of a certificate fails to apply for the renewal of the certificate as provided in Rule 5 sub-rule (1), he may apply to the Council to condone the omission and renew his certificate:

Provided that such application shall be made so that it may reach the Secretary on or before the 31st day of March immediately succeeding the date on which the certificate will expire or has expired.

(2) the Council in its discretion may condone the omission, renew his certificate, and restore his name to the register.

(3) The renewal shall be in Form C.

(4) Every restoration of a name to the Register shall be notified in the *Gazette of India*.

7. (1) Every person entitled to act as an auditor of companies in virtue of these Rules shall style himself as "Restricted State Auditor"; or if he practises under a firm name as "Restricted State Auditors" and shall in either case use the letters "R.S.A." after his name.

(2) A firm shall not be entitled to style itself "Restricted State Auditors" unless all the partners are entitled to act as auditors of companies in virtue of these rules.

8. The Council may, at any time, suspend or cancel a certificate if the holder thereof

- (a) has been adjudged by a competent Court to be of unsound mind;
- (b) is an undischarged insolvent;
- (c) being a discharged insolvent, has not obtained a certificate from the Court that his insolvency was caused by misfortune without any misconduct on his part;
- (d) has been convicted by a competent Court, whether within or without India, of an offence involving moral turpitude and punishable with transportation or imprisonment, or of an offence not of a technical nature, committed by him in his professional capacity unless, in respect of the offence committed, he has either been granted a pardon, or on an application made by him in this behalf, the Central Government has, by an order in writing, removed the disability; or,
- (e) has been declared by the Central Government to have been guilty of conduct which renders him unfit to hold a certificate.

(Explanation.—Without prejudice to the generality of the provision contained in clause (e), conduct which renders him unfit to hold a certificate shall be deemed to include any act or omission specified in the Appendix to these Rules.)

9. The Council may also

- (a) on the application of the holder, suspend or cancel his certificate; and
- (b) on an application in that behalf by the person who held the certificate, presented so as to reach the Secretary before the expiry of one year from the date of the suspension or cancellation, rescind the same and restore his name to the Register and grant him a certificate of renewal which shall be in Form D.

10. The suspension or cancellation of certificate in pursuance of rule 8, or rule 9, clause (a), or the grant of a certificate of renewal in pursuance of rule 9, clause (b), shall be notified in the *Gazette of India* and communicated to the holder of the suspended or cancelled certificate or of the certificate of renewal, as the case may be, at his usual address.

11. Before the Central Government makes a declaration in pursuance of clause (e) of rule 8, the provisions and procedure laid down in rule 12 shall apply and be followed.

12. (1) Subject to the provisions of this rule, all complaints against any holder shall be investigated, and all other enquiries relating to misconduct of any holder shall be held by the Disciplinary Committee of the Council.

(2) Any complaint, not being a complaint made on behalf of the Central or State Governments, shall be in Form E. Every such complaint shall contain the following particulars; namely, (a) acts and omissions, which, if proved, would render the person complained against, unfit to hold a certificate, (b) the oral or documentary evidence relied upon in support of the allegations made in the complaint.

(3) The Secretary shall return a complaint which is not in the proper form or which does not contain the aforesaid particulars, to the complainant for representation after compliance with such objections and within such time as the Secretary may specify.

(4) Within sixty days ordinarily of the receipt of a complaint referred to in sub-rule (1) including a complaint by or on behalf of the Central Government or a State Government, the Secretary shall,

- (a) if the complaint is against an individual holder, send a copy thereof to him at his address entered in the Register;
- (b) if the complaint is against a firm, send a copy of the complaint to the firm at the address of its head office as communicated by the complainant, calling upon the firm to disclose the name of the holder concerned and to send a copy of the complaint to such holder.

**Explanation.**—A notice to the firm shall be a notice to all the holders who are partners or employees of that firm.

(5) A holder against whom the complaint is made may within fourteen days of the service of a copy of the complaint under clause (4) of this rule or within such time as may be extended by the Secretary, forward to the Secretary a written statement in his defence verified in the same manner as a pleading in a Civil Court.

(6) If on a perusal of the complaint other than a complaint by or on behalf of the Central or a State Government and the written statement, if any, of the holder concerned and other relevant documents and papers, the Council is of the opinion that there is a *prima facie* case against such a holder the Council shall cause an enquiry to be made in the matter by the Disciplinary Committee of the Council. If the Council is of the opinion that there is no *prima facie* case against the holder concerned the complaint shall be filed and the complainant, the holder concerned and the Central Government shall be informed accordingly.

(7) Notwithstanding anything hereinbefore contained in this rule, the Secretary shall forward a complaint received from or on behalf of the Central or State Government together with the written statement, if any, of the holder concerned direct to the Disciplinary Committee of the Council for enquiry.

(8) Every notice issued by the Secretary or by the Disciplinary Committee under this rule shall be sent to the holder or the firm concerned by registered post with acknowledgement due. If such notice is returned unserved with an endorsement indicating that the addressee has refused to accept the notice, the notice shall be deemed to have been served. If the notice is returned unserved with an endorsement that the addressee cannot be found at the address given, the Secretary shall ask the complainant to supply to him the correct address of the holder or the firm concerned. A fresh notice shall be served upon the holder or the firm at the address so supplied.

(9) It shall be the duty of the Secretary to place before the Disciplinary Committee all facts brought to his knowledge which are relevant for the purpose of an enquiry by the Disciplinary Committee.

(10) A holder against whom the complaint is made shall have the right to defend himself before the Disciplinary Committee of the Council either in person or through a legal representative or any other Restricted State Auditor or a Member of the Institute.

(11) Except as otherwise provided in these rules, the Disciplinary Committee of the Council shall have the power to regulate its procedure in such manner as it considers necessary and during the course of enquiry may examine witnesses on oath, receive affidavits and any other oral or documentary evidence.

(12) The disciplinary Committee of the Council shall submit its report to the Council and the Council shall consider the report of the Disciplinary Committee and after making such further enquiry if any, as it may deem necessary, forward the same together with its findings to the Central Government.

(13) On receipt of the findings of the Council, the Central Government shall pass such orders as it may consider fit or may refer the case back for further enquiry by the Council and upon receipt of the finding after such enquiry pass final orders thereon.

13. The procedure prescribed by rule 12 shall, so far as may be, apply to any information received regarding any act of *negligence, misconduct or dishonesty* or any breach of professional propriety referred to in clause (e) of sub-rule (1) of Rule 8 of these Rules.

#### APPENDIX

[See Rule 8(I) (e) 1]

A restricted State Auditor shall be deemed to be guilty of breach of professional propriety rendering him to be unfit to act as such if he:

- (a) represents that he is a member of the Institute of Chartered Accountants of India or uses the designation "Chartered Accountant" and/or words likely to create an impression that he is a member of the Institute;

- (b) allows any person to practise in his name as a Restricted State Auditor unless such a person is also a Restricted State Auditor and is in partnership with or employed by his firm or himself;
- (c) pays or allows or agrees to pay or allow, directly or indirectly, to any person other than a Restricted State Auditor or a retired partner or a nominee or the legal representative of such partner, any share, commission, or brokerage in the fees or profits of his professional services;
- (d) accepts or agrees to accept any part of the profits of the professional work of a lawyer, auctioneer, broker or other agent who is not a Restricted State Auditor;
- (e) enters into partnership with any other person other than a Restricted State Auditor or secures either through the services of a person not qualified to be a Restricted State Auditor or by means which are not open to a Restricted State Auditor, any professional business;
- (f) solicits clients or professional work either directly or indirectly, by circular advertisement, personal communication or interview or by any other means;
- (g) advertises his professional attainments of service, or uses any designation or expressions other than "Restricted State Auditor" on professional documents, letter-heads, visiting cards or sign-capsboards, unless it be a Degree of a University established by law in India or recognised by the Council;
- (h) discloses information acquired in the course of his professional engagement to any person other than his client, or otherwise than as required by any law in force for the time being;
- (i) accepts a position as auditor previously held by a Restricted State Auditor or a Chartered Accountant without first communicating with him in writing;
- (j) accepts an appointment as auditor of a company without first ascertaining from it whether the requirements of section 226 of the Companies Act, 1956 (I of 1956), in respect of the appointments of auditors, have been duly complied with;
- (k) certifies or submits in his name or his firm a report of an examination of financial statements unless the examination of such statements and the related records has been made by him or by a partner or any employee in his firm or by another Restricted State Auditor;
- (l) permits his name or the name of his firm to be used in connection with an estimate of earnings contingent upon future transaction in a manner which may lead to the belief that he vouches for the accuracy of the forecast;
- (m) expresses his opinion of financial statements of any business or any enterprise in which he, his firm or a partner in his firm has a substantial interest, unless he discloses the interest also in his report;
- (n) charges in respect of his professional employment fees which are based on the percentage of profits or which are contingent on results;
- (o) engages in any business or occupation other than the professional or a Restricted State Auditor unless permitted by the Council to be so engaged; PROVIDED that nothing contained herein shall disentitle a Restricted State Auditor from being a director in a company unless he or any of his partners is interested in such a company as auditor;
- (p) fails to disclose a material fact known to him which is not disclosed in a financial statement; but disclosure of which is necessary to make the financial statement not misleading;
- (q) fails to report a material misstatement known to him to appear in a financial statement with which he is concerned in a professional capacity;
- (r) is grossly negligent in the conduct of his professional duties;

- (s) fails to obtain sufficient information to warrant the expression of an opinion or his exceptions are sufficiently material to negate the expression of an opinion;
- (t) fails to invite attention to any material departure from the generally accepted procedure of auditor applicable to the circumstances;
- (u) fails to keep monies of his client in a separate banking account or to use such monies for which they are intended;
- (v) includes in any statement, return or form to be submitted to the Central or State Government or the Institute any particulars knowing them to be false; and
- (w) is guilty of such other act or omission in his professional capacity as may be specified by the Council or the Central Government by a notification in the *Gazette of India*.

## FORM A

[See rule 4 (2)]

*Restricted Auditors' Certificates (Part B States) Register*

- (1) No.
- (2) Name.
- (3) Father's name.
- (4) Date of birth.
- (5) Professional address.
- (6) Residential address.
- (7) Qualifications.
- (8) State within which certificate is valid.
- (9) Date of Issue.
- (10) Whether holding a salaried employment in addition to his practice as an auditor.
- (11) Whether practising independently or in partnership and in the latter case, name of firm.
- (12) Remarks.

## FORM B

[See rule 5(1)]

*Report of the intention to continue practice in the State of*

To

The Secretary to the Council of the Institute of Chartered Accountants of India.

Dear Sir,

I hereby apply for the renewal of my Restricted State Auditors' Certificate within the State of.....

\*2. I declare that I am not engaged in any other occupation or business besides the profession of accountancy. If and when I intend to be so engaged, I shall obtain the prior permission of the Council.

\*3. I am engaged in other occupation(s) besides the practice of the profession of accountancy as.....for which permission of the Council has already been obtained (vide their letter No.....dated.....).

4. As and when I cease to be in practice, I shall duly inform the Council.

5. I hold the Restricted State Auditors' certificate No.....for practice within the State of.....for the period ending.....

Place.....

Date.....

Yours faithfully,

Signature

R.S.A.C. NO

\*Delete either paragraph 2 or paragraph 3 which ever is inapplicable.

## FORM C

[See rule 5(2)]

## THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA

*Renewal of Restricted State Auditor's Certificate*

This is to certify that the Certificate dated the.....issued in favour of .....of ..... for practice within the State of ..... has been renewed upto and inclusive of 30th June, 19.....

By the authority of the Council

Secretary.

New Delhi:

Dated:

## FORM D

[See rule 9(b)]

## THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA

*Renewal of Cancelled/Suspended/Restricted State Auditor's Certificate.*

This is to certify that the suspension/cancellation, in pursuance of rule 9(a), of the Certificate dated.....issued in favour of.....for practice within the State of.....has been rescinded and that the said Certificate has been renewed upto and inclusive of the 30th June, 19....

By the authority of the Council

Secretary.

## FORM E

[See rule 12(2)]

*Form of Complaint*

## BEFORE THE COUNCIL OF THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA

BETWEEN

Petitioner

AND

Respondent

Petitioner's address.

Particulars of complaint in paragraphs consecutively numbered.

Particulars of evidence, oral and documentary, if any to substantiate the complaint.

## VERIFICATION

I, ....., the petitioner, do hereby declare that paragraphs.....of the petition above are true to the best of my knowledge and that paragraphs....of the petition above are true to the best of my belief.

Verified to day the.....day of.....19.....at.....

SIGNATURE  
K. R. P. AIYANGAR, Jt. Secy.